

UNITED ARTISTS CORPORATION

CERTIFICATE OF INCORPORATION, BY-LAWS,  
AND AMENDMENTS

ADOPTED

FILED

DESCRIPTION

April 17, 1919

April 17, 1919

Certificate of Incorporation,  
printed copy

April 17, 1919

April 17, 1919

Certificate of Incorporation,  
typed copy

December 5, 1927

December 12, 1927

Certificate of Amendment,  
typed copy

November 30, 1929

December 9, 1929

Certificate of Retirement  
of Preferred Stock, typed copy

July 1936

By-Laws as Amended, typed copy

December 2, 1936

December 10, 1936

Certificate of Amendment,  
certified copy signed

December 2, 1936

December 10, 1936

Certificate of Reduction of  
Capital, certified copy signed

December 11, 1936

December 18, 1936

Certificate of Amendment,  
typed copy conformed

March 22, 1937

April 1, 1937

Certificate of Amendment,  
certified copy

March 22, 1937

Certificate of Incorporation  
as Amended, typed copy

May 15, 1944

May 16, 1944

Certificate of Amendment;  
certified copy signed

May 15, 1944

Certificate of Incorporation  
as Amended, mimeographed copy

March 7, 1947

March 12, 1947

Certificate of Amendment,  
certified copy signed

March 7, 1947

Certificate of Incorporation  
as Amended, typed copy

March 7, 1947

Certificate of Incorporation  
as Amended; printed copy

**CERTIFICATE OF INCORPORATION**  
**OF**  
**UNITED ARTISTS CORPORATION**

**FIRST:** The name of the corporation is **UNITED ARTISTS CORPORATION.**

**SECOND:** The location of its principal office in the State of Delaware is No. 7 West 10th Street in the City of Wilmington County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America, No. 7, West 10th Street, Wilmington, Delaware.

**THIRD:** The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are:

(a) To acquire, produce, create, sell, lease, market or dispose of pictures, plays and photoplays, and any and all rights and interests therein or in regard thereto and all other articles connected therewith or incidental thereto.

(b) To improve the photoplay industry and its artistic standards, and the methods of marketing photoplays.

(c) To market photoplays in the interest of the artists who create them.

(d) To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, interests, rights, patent



rights, copyrights, and real and personal property of every class and description.

(e) To acquire the good-will, rights and property, and to take over the whole or any part of the assets and liabilities, of any person, firm, association or corporation, and to pay for the same in cash, stocks or bonds of this corporation, or otherwise.

(f) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association or corporation.

(g) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, in accordance with the law thereof.

(h) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware and upon corporations formed under the act hereinafter referred to.

*change*  
FOURTH: The total number of shares authorized to be issued by the corporation is fourteen thousand. Out of the total number of shares, five thousand shall be preferred shares. The preferred shares shall have a par value of one hundred dollars each.

The holders of the preferred shares shall be entitled to receive annual dividends at the rate of eight per cent per annum and no more, out of the surplus profits of the corporation quarter-yearly, payable on the first days of February, May, August and November in each year. Such dividends shall be cumulative and all accrued divi-

dends and arrears of dividend on the preferred shares shall be paid before any dividends shall be paid or set apart for the common shares.

The whole, or for the purposes of any sinking fund provided herein and in the by-laws any part, of the preferred shares may, at the option of the Board of Directors, be redeemed on any quarterly dividend payment date, by paying therefor in cash, at the time fixed for such redemption, one hundred and five dollars (\$105) per share and all accumulated unpaid and accrued dividends thereon, on such notice and in such manner as may be provided in the by-laws. In case preferred shares called for redemption are not duly presented for redemption, they shall cease to be entitled to share in further or later dividends.

On or before the first day of May, 1920, and on or before the first day of May in each year thereafter, until all of the preferred shares shall have been redeemed, there shall be set apart out of the remaining surplus profits of the corporation after all accumulated and defaulted dividends upon the preferred shares shall have been paid, or set apart and provided for an amount equal to (1) one-third of the total par value of all the then outstanding preferred shares of the corporation, plus (2) five per cent. of such total par value.

The amount thus ascertained shall on each May first then be paid and credited to a sinking fund.

The moneys in the sinking fund on each May first shall be used and applied in redemption of preferred shares, on or before the next following August first.

Whenever, for the purposes of the sinking fund, less than the whole amount of the preferred shares then outstanding is to be redeemed, the particular shares to be redeemed shall be ascertained in such manner as the by-laws shall prescribe. Such redemption shall be equal among all the shareholders, excepting that in

calling the preferred shares for redemption, no resultant fractions of shares shall be called for redemption.

Any deficiency in the amount required to be set apart in any year to the credit of the sinking fund, as provided in this article, shall in the next succeeding year be added to the sinking fund out of the surplus profits of this corporation.

In no event shall any dividends be declared or paid on the common shares until (1) the current quarterly dividend on the preferred shares as well as all accumulated and accrued dividends thereon shall have been paid and set apart; and (2) all arrears, if any, in respect to any amounts hereinbefore required to have been set apart and credited to the sinking fund shall have been made good.

Subject to the foregoing provisions such dividends as may be determined by the Board of Directors may be declared and paid on the common shares of the corporation from time to time out of the outstanding surplus profits of the corporation.

In the event of insolvency or merger or consolidation of the corporation, or voluntary or involuntary dissolution, or bankruptcy or liquidation of the corporation, or sale of all its assets, there shall be paid to the holders of the preferred shares then outstanding, one hundred dollars (\$100.) per share and all accumulated unpaid and accrued dividends thereon, before any sums shall be paid to or any assets distributed among the holders of the common shares; and after such payments to the holders of the preferred shares all remaining assets or funds of the corporation shall be divided among and paid to the holders of the common shares according to their respective holdings.

The preferred shares shall have no voting rights.

At all elections of directors of the Corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall



equal the number of his shares multiplied by the number of directors to be elected: he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

In addition to the preferred shares above described, the number of shares authorized to be issued by the cor-

poration is nine thousand, all of which additional shares shall be common shares without par value.

**FIFTH:** The number of shares with which this corporation will commence business is ten preferred shares, and ten common shares of no par value.

**SIXTH:** The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<i>Name</i>	<i>Residence</i>	<i>Number of Shares</i>
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**SEVENTH:** This corporation is to have perpetual existence.

**EIGHTH:** The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

**NINTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon any real and personal property of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certi-

ificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this            day of April, A. D., 1919.

In the presence of:



**BY-LAWS**  
**OF**  
**UNITED ARTISTS CORPORATION**

**ARTICLE I.**

**SEAL.**

The Board of Directors (herein sometimes called the Board) shall provide a suitable seal for the corporation which shall remain in the custody of the Secretary. It shall be affixed to all certificates of the shares and to other instruments requiring a seal. A duplicate seal may be kept and, when authorized by the Board, used by any other officer of the corporation.

**ARTICLE II.**

**SHARES.**

**SECTION 1. Certificates.** Certificates evidencing the ownership of the preferred and common shares of the corporation of such tenor and design as the Board may from time to time adopt shall be issued to those entitled to them. Each certificate for preferred shares and each certificate for common shares shall bear a distinguishing number, the signature of the President or Vice-President and of the Secretary or of the Treasurer, the seal of the corporation and such recitals as may be required by law. The certificates for the preferred and common shares shall be issued respectively in numerical order and a full record of the issue of each certificate shall be made in the books.

**SECTION 2. Transfers.** The shares may be transferred

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on the books of the corporation by the registered holders thereof or by their attorneys legally constituted or their legal representatives by surrender of the certificates therefor for cancellation and a written assignment of the shares evidenced thereby. The Board may from time to time appoint such Transfer Agents or Registrars of shares as it may deem advisable and may define their powers and duties.

**SECTION 3. *Lost Certificates.*** The Board may order a new certificate or certificates of shares to be issued in place of any certificate or certificates of shares to be issued in place of any certificate or certificates alleged to have been lost or destroyed, but in every such case the owner of the lost certificate or certificates may be required to give the corporation a bond, with surety or sureties satisfactory to the corporation, in such sum as the Board may deem sufficient, as indemnity against loss or liability; but the Board may in its discretion refuse to issue such new certificates save upon the order of some court having jurisdiction in such matters.

**SECTION 4. *Closing of Transfer Books.*** The share transfer books of the corporation may be closed by order of the Board for a period not exceeding ten days prior to any meeting of the shareholders, and for a period not exceeding ten days prior to the payment of any dividend. The times during which the books may be so closed shall from time to time be fixed by the Board.

**SECTION 5. *Dividends.*** The Board may declare dividends from the surplus or net profits arising from the business of the Corporation. Dividends may be declared, subject to the provisions of the Certificate of Incorporation, upon the preferred shares and upon the common shares of the Corporation, in the months of January, April, July and October in each year, prior to the fifteenth

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day of said months respectively, at any annual, regular or special meeting of the Board, or on the days to which any such meetings may be adjourned, at which times the Board, in its discretion, subject to the provisions of the Certificate of Incorporation, shall determine what, if any, dividends shall be declared. Dividends on the preferred and common shares, if declared, severally and respectively, shall be payable on the first days of February, May, August and November next after the several dates of the declaration thereof, and shall be payable to the stockholders of record at the close of business on the fifteenth of the month in which they shall have been declared. If any date herein appointed for the payment of any dividend, or herein fixed for determining the shareholders of record, to whom the same is payable, shall, in any year, fall upon a Sunday or legal holiday, then such dividend shall be payable, or such shareholders of record shall be determined, on the next succeeding day not a Sunday or legal holiday.

### ARTICLE III.

#### SHAREHOLDERS' MEETINGS.

**SECTION 1. Annual meeting.** The annual meeting of the shareholders of the corporation shall, beginning with the year 1920, be held in each year at the principal business office of the corporation, which may be established outside of the State of Delaware (or at such other place within or without the State of Delaware as the Board may determine) at 3 o'clock in the afternoon on the first Monday in April (or if said day be a legal holiday, then on the next succeeding day not a holiday), for the purpose of electing Directors and Officers and for the transaction of such other business as may be brought before the meeting.



**SECTION 2. *Special Meetings.*** Special meetings of the shareholders must be called by the Secretary upon written request of the President or of any director. No business other than that specified in the call therefor shall be considered at any special meeting. Special meetings shall be held at the principal business office of the corporation outside the State of Delaware unless the Board shall name another place therefor.

**SECTION 3. *Notice.*** Notice of the annual meeting shall, at least ten days prior to the date thereof, be mailed to each shareholder of shares entitled to voting rights at his last known post-office address as the same appears on the records of the corporation.

Notice of each special meeting stating the purpose thereof shall be mailed at least ten days prior to the date thereof to each shareholder at his last known post-office address as the same appears on the records of the corporation.

**SECTION 4. *Quorum.*** A majority in amount of the shares authorized by the Certificate of Incorporation to vote, issued and outstanding represented by the holders of record thereof in person or by proxy shall be requisite to constitute a quorum at any meeting of shareholders; but less than such majority may adjourn the meeting from time to time, and at any such adjourned meeting any business may be transacted which might have been transacted if the meeting had been held as originally called.

**SECTION 5. *Proxies.*** Any shareholder entitled to a vote at a meeting of the shareholders may be represented and vote thereat by proxy, appointed by an instrument in writing subscribed by such shareholder or by his duly authorized attorney and submitted to the Secretary at or before such meeting.

**SECTION 6. Election of Directors.** The election of Directors may be conducted by two inspectors of election appointed after the first election by the President or a Vice-President. The vote in elections of Directors and, upon demand of a shareholder present in person or by proxy, the vote on any question shall be by share vote and by ballot.

**SECTION 7. Order of Business.** At all meetings of the shareholders the order of business shall be as follows:

- (a) Call to order.
- (b) Election of a Chairman and the appointment of a Secretary, if necessary.
- (c) Presentation of proofs of the due calling of the meeting—the certificate of the Secretary or affidavit of other person who mailed the notice shall be conclusive of service.
- (d) Presentation and examination of proxies.
- (e) Reading and settlement of the minutes of the previous meeting.
- (f) Reports of officers and committees.
- (g) If the annual meeting, or a meeting called for that purpose, the election of Directors and Officers.
- (h) Unfinished business.
- (i) New business.
- (j) Adjournment.

#### ARTICLE IV.

##### DIRECTORS.

**SECTION 1. Terms of Office.** The directors of the corporation shall hold office until the annual meeting of the shareholders succeeding their appointment or election,

and thereafter until their respective successors shall have been duly elected and qualified.

**SECTION 2. Powers.** All the powers of the corporation are vested in and shall be exercised by the Board except as otherwise prescribed by statute, or by the certificate of incorporation or by these by-laws.

**SECTION 3. Vacancies.** A resignation from the Board of Directors shall be deemed to take effect upon its receipt by the Secretary unless some other time is specified therein. In case of any vacancy in the Board, through death, resignation, disqualification or other cause deemed sufficient by the Board, the remaining Directors, by affirmative vote of a majority of those present at any duly convened meeting, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and until the election and qualification of a successor. Should the membership of the Board at any time become below the number necessary to constitute a quorum, then a special meeting of the shareholders shall be called forthwith and so many directors be elected thereat as may be necessary to bring the Board to its full membership.

**SECTION 4. Election of Officers.** At the first meeting of the Board in each year (at which a quorum shall be present) held next after the annual meeting of the shareholders, the Board shall appoint such officers and employes, not chosen by the shareholders, as it shall determine (provided that the shareholders may, if they deem it expedient, themselves elect or remove any or all officers and employes at any general or special meeting).

**SECTION 5. Regular Meetings.** Regular meetings of the Board shall be held on such dates as the Board may designate.



**SECTION 6. *Special Meetings.*** Special meetings of the Board of Directors shall be called by the Secretary and held at the request of the President or of any Director.

**SECTION 7. *Notice of Meetings.*** The Secretary shall give notice of each meeting of the Board whether regular or special to each member of the Board by mail or telegraph to his last known post-office address. Such notice shall be given by mailing the same two days before the meeting or by telegram sent one day before the meeting.

**SECTION 8. *Quorum.*** A majority of the Board shall constitute a quorum at all meetings thereof.

**SECTION 9. *Place of Meeting.*** The Board may hold its meetings at such place or places within or without the State of Delaware as the Board may from time to time determine.

**SECTION 10. *Compensation.*** Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation or commissions therefor. Members of either standing or special committees may be allowed such compensation as the Board may determine.

**SECTION 11. *Inspection of Books.*** The Board shall, subject to the Certificate of Incorporation and to the law of the State of Delaware, determine the conditions and regulations under which the books and accounts of the corporation or any of them shall be opened to the inspection of shareholders.

~~SECTION 12. Offices and Books Outside State.~~ The Board may from time to time establish corporate offices and agencies and keep the books of the corporation at such place or places outside the State of Delaware as they may from time to time designate.

*Rider A.*

ARTICLE V.

OFFICERS.

SECTION 1. *Officers.* The officers of the corporation shall be a president, a vice-president, a treasurer and a secretary, who shall be elected by shareholders (but if said officers are not elected by the shareholders, then they shall be elected by the Board) to serve for one year and until their respective successors are elected and qualified. The president shall be a member of the Board. Additional vice-presidents may be elected from time to time for such terms as determined by the Board which may also appoint one or more assistant secretaries and one or more assistant treasurers, a general manager and such subordinate officers and agents of the corporation as it may from time to time determine.

SECTION 2. *President.* The President shall preside at all meetings of the shareholders, unless the shareholders shall appoint a Chairman (who may be the President) and the President shall also preside at all meetings of the Board. He shall exercise, subject to the control of the Board, a general supervision over the affairs of the corporation, and shall perform such other duties as may be assigned to him from time to time by the Board.

SECTION 3. *General Manager.* The General Manager shall perform such duties as may be assigned to him by the Board.

SECTION 4. *Vice-President.* The Vice-President or Vice-

Presidents shall perform the duties of the President in his absence or during his inability to act. The Vice-Presidents shall also have such other and further powers and shall perform such other and further duties as may be assigned to them by the Board.

**SECTION 5. Treasurer.** The Treasurer shall have the custody of the funds and securities of the corporation which may come into his hands. When necessary or proper, he may endorse on behalf of the corporation, for collection, checks, notes and other obligations. He shall deposit the funds of the corporation to its credit in such hands and depositories as the Board may from time to time designate. He shall submit to the annual meeting of shareholders a statement of the financial condition of the corporation, and whenever thereunto required by the Board, shall make and render a statement of his accounts and such other statement as may be required. He shall keep in books of the corporation full and accurate account of all moneys received and paid by him for account of the corporation. He shall perform such other duties as may be from time to time assigned to him by the Board. The Treasurer shall give bond for the faithful performance of his duties. Such bond check shall be in the sum of \$50,000, executed by a surety company approved by the Board.

**SECTION 6. Secretary.** The Secretary shall keep the minutes of all meetings of the Board, and of the shareholders, unless another person be appointed for that purpose by the shareholders, in books, provided for that purpose. He shall give or cause to be given all notices required by these By-Laws or by resolution of the Board. He shall have charge of the share certificate book, share transfer books and share ledgers, all of which shall at all reasonable hours be open to the examination of any Di-



rector; he shall have custody of the seal of the corporation; and he shall in general perform all the duties usually incident to the office of secretary, subject to the control of the Board.

**SECTION 7. Assistant Officers.** The Assistant Secretary or Secretaries and the Assistant Treasurer or Treasurers shall perform the duties of the Secretary and of the Treasurer, respectively, in the absence of those officers and shall have such further powers and perform such other duties as may be assigned to them respectively by the Board.

**SECTION 8. Removal.** Any person elected to office by the Board may be removed at any time upon vote of the majority of Directors in office at any meeting specially called for the consideration of such removal.

## ARTICLE VI.

### SIGNATURES.

**SECTION 1. Negotiable Instruments.** All checks, drafts, notes or other obligations of the corporation shall be signed by the following officers, to wit: President or Vice-President and Treasurer, or by any person or persons thereunto authorized by the Board.

**SECTION 2. Share Transfers.** All endorsements, assignments, transfers, powers or other instruments of transfer of securities standing in the name of the corporation by any two of the following officers, to wit: The President or a Vice-President, the Treasurer, and the Secretary; or by any person or persons thereunto authorized by the Board.

## ARTICLE VII

## REDEMPTION AND TRANSFERABILITY OF SHARES.

Whenever for the purposes of the sinking fund described in the certificate of incorporation less than the whole amount of the preferred shares is to be redeemed, the particular shares to be redeemed shall be ascertained as follows: Forthwith, after the setting apart of moneys for the sinking fund on any May first, the Secretary shall determine the number of preferred shares which the funds then in the sinking fund shall be sufficient to redeem at the rate stated in the certificate of incorporation for such redemption. This number shall be divided by him equally among all the holders of certificates of preferred shares outstanding at such May first in proportion to the number of shares respectively represented by all such certificates in the name of each such holder, but if such division would result in any fractions of shares being allotted to any such holder, such fractions of shares shall be disregarded and not called for redemption, and the moneys which would have been available for that purpose shall be left in the sinking fund and held for the redemption of shares by the sinking fund in the ensuing year.

The notice for and manner of redemption of preferred shares of the corporation shall be as follows:

Such notice must be in writing addressed to and, unless personally delivered, sent by United States mail to the respective holders of record of preferred shares to be redeemed at the respective addresses which they may have filed for such purpose with the Secretary of the corporation. If a shareholder file no address the notice to such shareholder shall be mailed to him addressed Los Angeles, California. The notice must be mailed (or personally delivered) at least thirty days prior to the date therein designated for such redemption. The notice of redemption shall state that on the redemption date

designated, on surrender of the certificates representing the preferred shares called for redemption, duly endorsed in blank for transfer at such office in the United States as the corporation may designate, the holder and owner thereof will receive the redemption price described in this certificate. In case the preferred shares thus called for redemption are not thus duly presented for redemption, they shall, as stated in the certificate of incorporation, cease to share in further or later dividends.

The directors of the corporation may limit the transferability of common shares in the manner hereinafter described, but each certificate evidencing the ownership of such shares shall bear upon its face reference to this article of the by-laws or a copy of the following provisions of this article.

In case a holder of a certificate representing common shares of the Corporation shall at any time desire to sell or give away any share or shares represented by such certificate to any person other than a person at the time actively associated with such shareholder in the business of producing photoplays, he shall give notice in writing to the president at the principal business office of the Corporation describing the share or shares he desires to dispose of, the name of the party to whom such transfers are intended, the consideration (which must be stated in cash) to be received by such shareholder from such transferee, and shall at the same time deposit with the president at such office such certificate for shares duly endorsed in blank and stamped for transfer. The desired transfer of common shares shall not be made upon the books of the Corporation unless

(a) such transfer be by operation of law, or

(b) the transferee shall be a person associated in business with such shareholder as aforesaid,  
or



(c) twenty days have elapsed since the filing of such written notice and deposit of such share certificate, and no other shareholder of the Corporation shall have, in the manner hereinafter stated, given notice to the president that such other shareholder desires to acquire such shares as to which notice of desire to transfer has been given.

Whenever any such notice of desire to transfer shall be filed with the President, he shall within two days after the receipt thereof cause a copy thereof to be sent by mail addressed to each person who is then a shareholder upon the books of the Corporation at his address as it appears upon such books. If thereafter and before the twenty days above mentioned shall have expired any such other shareholder desires to acquire such shares for the same cash consideration as shall be named in such notice of desire to transfer, he shall file a notice to that effect with the president at such office within such twenty day period accompanied by certified check for such cash consideration payable to or to the order of the president. If the president shall receive only one such notice from such other shareholder, he shall forthwith transfer the share certificates so desired into the name of such other shareholder and contemporaneously therewith pay to the shareholder giving notice of desire to transfer the amount of such consideration. If two or more shareholders shall both desire to acquire such shares, the president shall equally apportion such shares among such shareholders but if any such division would result in any fraction of shares being allotted to any such holder, the president shall determine by lot in such manner as he may deem reasonable and with such formalities as he may deem wise which of such shareholders shall obtain such odd shares and shall return to the shareholders the difference between the amount deposited by them and the considera-

tion for such shares as they are entitled to by the foregoing method of allotment.

## ARTICLE VIII.

### AMENDMENTS.

These by-laws may be altered, amended or repealed at any regular meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a three-fourths vote of the shares represented and entitled to vote thereat; provided, that in the call for such special meeting, notice of such purpose shall be given. Subject to the law of the State of Delaware, the Certificate of Incorporation and these by-laws, the Board of Directors may, by unanimous vote of all present at any meeting at which a quorum is present, amend these by-laws or enact such other by-laws as in their judgment may be advisable for the regulation of the conduct of the affairs of the corporation, provided that no amendment shall be made in respect to Article VII hereof, except at a shareholders meeting.

## ARTICLE IX.

### WAIVER OF NOTICE.

Whenever, under the provisions of these by-laws or of any law, the shareholders or directors, or any of the officers are authorized to hold any meeting or take any action after notice, or after the lapse of any prescribed period of time, such meeting or action may be held or taken without notice, or without such lapse of time on written waiver of such notice signed by every person entitled to notice.

UNITED ARTISTS CORPORATION

CERTIFICATE OF INCORPORATION, BY-LAWS,  
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**SECOND:** The location of its principal office in the State of Delaware is No. 7 West 10th Street in the City of Wilmington County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America, No. 7 West 10th Street, Wilmington, Delaware.

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(b) To improve the photoplay industry and its artistic standards, and the method of marketing photoplays.

(c) To market photoplays in the interests of the artists who create them.

(d) To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, interests, rights, patent

rights, copyrights, and real and personal property of every class and description.

(e) To acquire the good-will, rights and property, and to take over the whole or any part of the assets and liabilities, of any person, firm, association or corporation, and to pay for the same in cash, stocks or bonds of this corporation, or otherwise.

(f) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association or corporation.

(g) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, in accordance with the law thereof.

(h) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware and upon corporations formed under the act hereinafter referred to.

**FOURTH:** The total number of shares authorized to be issued by the corporation is fourteen thousand. Out of the total number of shares, five thousand shall be preferred shares. The preferred shares shall have a par value of one hundred dollars each.

The holders of the preferred shares shall be entitled to receive annual dividends at the rate of eight per cent. per annum and no more, out of the surplus profits of the corporation quarter-yearly, payable on the first days of February, May, August and November in each year. Such dividends shall be cumulative and all accrued divi-

dends and arrears of dividend on the preferred shares shall be paid before any dividends shall be paid or set apart for the common shares.

The whole, or for the purposes of any sinking fund provided herein and in the by-laws any part, of the preferred shares may, at the option of the Board of Directors, be redeemed on any quarterly dividend payment date, by paying therefor in cash, at the time fixed for such redemption, one hundred and five dollars (\$105) per share and all accumulated unpaid and accrued dividends thereon, on such notice and in such manner as may be provided in the by-laws. In case preferred shares called for redemption are not duly presented for redemption, they shall cease to be entitled to share in further or later dividends.

On or before the first day of May, 1920, and on or before the first day of May in each year thereafter, until all of the preferred shares shall have been redeemed, there shall be set apart out of the remaining surplus profits of the corporation after all accumulated and defaulted dividends upon the preferred shares shall have been paid, or set apart and provided for an amount equal to (1) one-third of the total par value of all the then outstanding preferred shares of the corporation, plus (2) five per cent. of such total par value.

The amount thus ascertained shall on each May first then be paid and credited to a sinking fund.

The moneys in the sinking fund on each May first shall be used and applied in redemption of preferred shares, on or before the next following August first.

Whenever, for the purposes of the sinking fund, less than the whole amount of the preferred shares then outstanding is to be redeemed, the particular shares to be redeemed shall be ascertained in such manner as the by-laws shall prescribe. Such redemption shall be equal among all the shareholders, excepting that in



calling the preferred shares for redemption, no resultant fractions of shares shall be called for redemption.

Any deficiency in the amount required to be set apart in any year to the credit of the sinking fund, as provided in this article, shall in the next succeeding year be added to the sinking fund out of the surplus profits of this corporation.

In no event shall any dividends be declared or paid on the common shares until (1) the current quarterly dividend on the preferred shares as well as all accumulated and accrued dividends thereon shall have been paid and set apart; and (2) all arrears, if any, in respect to any amounts hereinbefore required to have been set apart and credited to the sinking fund shall have been made good.

Subject to the foregoing provisions such dividends as may be determined by the Board of Directors may be declared and paid on the common shares of the corporation from time to time out of the outstanding surplus profits of the corporation.

In the event of insolvency or merger or consolidation of the corporation, or voluntary or involuntary dissolution, or bankruptcy or liquidation of the corporation, or sale of all its assets, there shall be paid to the holders of the preferred shares then outstanding, one hundred dollars (\$100.) per share and all accumulated unpaid and accrued dividends thereon, before any sums shall be paid to or any assets distributed among the holders of the common shares; and after such payments to the holders of the preferred shares all remaining assets or funds of the corporation shall be divided among and paid to the holders of the common shares according to their respective holdings.

The preferred shares shall have no voting rights.

At all elections of directors of the Corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall

equal the number of his shares multiplied by the number of directors to be elected: he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

In addition to the preferred shares above described, the number of shares authorized to be issued by the cor-

poration is nine thousand, all of which additional shares shall be common shares without par value.

FIFTH: The number of shares with which this corporation will commence business is ten preferred shares, and ten common shares of no par value.

SIXTH: The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<i>Name</i>	<i>Residence</i>	<i>Number of Shares</i>	
		<i>Pref.</i>	<i>Common</i>
T. L. Croteau,	Wilmington, Del.	8	8
P. B. Drew,	Wilmington, Del.	1	1
M. M. Clancy,	Wilmington, Del.	1	1

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon any real and personal property of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for



the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 17th day of April, A. D., 1919.

In the presence of:  
HERBERT E. LATTER

T. L. CROTEAU (L. S.)  
P. B. DREW (L. S.)  
M. M. CLANCY (L. S.)

STATE OF DELAWARE, }  
County of New Castle, } ss.:

BE IT REMEMBERED that on this 17th day of April, A. D., 1919, personally came before me, Herbert E. Latter, a Notary Public for the State of Delaware, T. L. Croteau, P. B. Drew and M. M. Clancy, parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

HERBERT E. LATTER,  
Notary Public.

HERBERT E. LATTER,  
Notary Public,  
Appointed Feb. 25, 1919,  
State of Delaware,  
Term, Two Years.

CERTIFICATE OF INCORPORATION

OF

UNITED ARTISTS CORPORATION

FIRST: The name of the corporation is UNITED ARTISTS CORPORATION.

SECOND: The location of its principal office in the State of Delaware, is No. 7 West 10th Street, in the City of Wilmington, County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America, No. 7 West 10th Street, Wilmington, Delaware.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are:

(a) To acquire, produce, create, sell, lease, market or dispose of pictures, plays and photoplays, and any and all rights and interests therein or in regard thereto and all other articles connected therewith or incidental thereto.

(b) To improve the photoplay industry and its artistic standards, and the methods of marketing photoplays.

(c) To market photoplays in the interest of the artists who create them.

(d) To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, interests, rights, patent rights, copyrights, and real and personal property of

every class and description.

(e) To acquire the good-will, rights and property, and to take over the whole or any part of the assets and liabilities, of any person, firm, association or corporation and to pay for the same in cash, stocks or bonds of this corporation, or otherwise.

(f) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association or corporation.

(g) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount to purchase, or otherwise, acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, in accordance with the law thereof.

(h) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware and upon corporations formed under the act hereinafter referred to.

FOURTH: The total number of shares authorized to be issued by the corporation is fourteen thousand. Out of the total number of shares, five thousand shall be preferred shares. The preferred shares shall have a par value of one hundred dollars each.

The holders of the preferred shares shall be entitled to receive annual dividends at the rate of eight per cent. per annum and no more out of the surplus profits



of the corporation quarter-yearly, payable on the first days of February, May, August and November in each year. Such dividends shall be cumulative and all accrued dividends and arrears of dividend on the preferred shares shall be paid before any dividends shall be paid or set apart for the common shares.

The whole, or for the purposes of any sinking fund provided herein and in the by-laws any part, of the preferred shares may, at the option of the Board of Directors, be redeemed on any quarterly dividend payment date, by paying therefor in cash, at the time fixed for such redemption, one hundred and five dollars (\$105) per share and all accumulated unpaid and accrued dividends thereon, on such notice and in such manner as may be provided in the by-laws. In case preferred shares called for redemption are not duly presented for redemption, they shall cease to be entitled to share in further or later dividends.

On or before the first day of May, 1920, and on or before the first day of May in each year thereafter, until all of the preferred shares shall have been redeemed, there shall be set apart out of the remaining surplus profits of the corporation after all accumulated and defaulted dividends upon the preferred shares shall have been paid, or set apart and provided for an amount equal to (1) one-third of the total par value of all the then outstanding preferred shares of the corporation, plus (2) five per cent. of such total par value.

The amount thus ascertained shall on each May first then be paid and credited to a sinking fund.

The moneys in the sinking fund on each May first shall be used and applied in redemption of preferred shares, on or before the next following August first.

Whenever, for the purposes of the sinking fund, less than the whole amount of the preferred shares then outstanding is to be redeemed, the particular shares to be redeemed shall be ascertained in such manner as the by-laws shall prescribe. Such redemption shall be equal among all the shareholders, excepting that in calling the preferred shares for redemption, no resultant fractions of shares shall be called for redemption.

Any deficiency in the amount required to be set apart in any year to the credit of the sinking fund, as provided in this article, shall in the next succeeding year be added to the sinking fund out of the surplus profits of this corporation.

In no event shall any dividends be declared or paid on the common shares until (1) the current quarterly dividend on the preferred shares as well as all accumulated and accrued dividends thereon shall have been paid and set apart; and (2) all arrears, if any, in respect to any amounts hereinbefore required to have been set apart and credited to the sinking fund shall have been made good.

Subject to the foregoing provisions such dividends as may be determined by the Board of Directors may be declared and paid on the common shares of the corporation from time to time out of the outstanding surplus profits of the corporation.

In the event of insolvency or merger or consolidation of the corporation, or voluntary or involuntary dissolution, or bankruptcy or liquidation of the corporation, or sale of all its assets, there shall be paid to the holders of the preferred shares then outstanding, one hundred dollars (\$100.) per share and all accumulated unpaid and accrued dividends thereon, before any sum shall be paid to or any

assets distributed among the holders of the common shares; and after such payments to the holders of the preferred shares all remaining assets or funds of the corporation shall be divided among and paid to the holders of the common shares according to their respective holdings.

The preferred shares shall have no voting rights.

At all elections of directors of the Corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the



ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

In addition to the preferred shares above described, the number of shares authorized to be issued by the corporation is nine thousand, all of which additional shares shall be common shares without par value.

FIFTH: The number of shares with which this corporation will commence business is ten preferred shares, and ten common shares of no par value.

SIXTH: The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME	RESIDENCE	NUMBER OF SHARES	
		Pref.	Common
T. L. Groteau	Wilmington, Del.	8	8
P. B. Brew,	Wilmington, Del.	1	1
H. M. Glancy,	Wilmington, Del.	1	1

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors are expressly authorized:

To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon any real and personal property of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 17th day of April, A. D., 1919.

In the presence of:

Herbert E. Letter

T. L. Croteau (SEAL)

P. H. Drew (SEAL)

H. M. Clancy (SEAL)

STATE OF DELAWARE  
COUNTY OF NEW CASTLE

SS:

BE IT REMEMBERED that on this 17th day of April, A. D. 1919, personally came before me, Herbert E. Latter, a Notary Public for the State of Delaware, T. L. Croteau, F. B. Drew and M. W. Clancy, parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Herbert E. Latter  
Notary Public

Herbert E. Latter  
Notary Public  
Appointed Feb. 25, 1919  
Term Two Years  
State of Delaware



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CERTIFICATE OF AMENDMENT  
of  
CERTIFICATE OF INCORPORATION  
OF  
UNITED ARTISTS CORPORATION

\*\*\*\*\*

UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation which was filed in the office of the Secretary of State of Delaware on the 17th day of April, 1919, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on the 17th day of April, 1919, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the "Board of Directors of said UNITED ARTISTS CORPORATION, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as follows:

RESOLVED that the Certificate of Incorporation of UNITED ARTISTS CORPORATION be amended by striking out all of the first paragraph of Article Fourth, reading as follows:

"Fourth: The total number of shares authorized to be issued by the corporation is fourteen thousand (14,000). Out of the total number of shares, five thousand (5,000) shall be preferred shares.

"The preferred shares shall have a par value of ONE HUNDRED (\$100) DOLLARS EACH."

In lieu thereof, the following shall be inserted:

"Fourth: The total number of shares authorized to be issued by the corporation

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is seventeen thousand (17,000). Out of the total number of shares of the said total number of shares, eight thousand (8,000) shall be preferred shares. The Preferred shares shall have a par value of ONE HUNDRED (\$100.) DOLLARS each."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said UNITED ARTISTS CORPORATION was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company, in the City of New York, State of New York, on the 24th day of October, 1927, at four (4:00) o'clock in the afternoon, at which meeting more than a majority of the voting stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot in person or by proxy, was taken for and against said proposed amendment, which vote was conducted by Miss Mary Husk and Mr. Arthur W. Kelly, two judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted pursuant to Section 26 of the General Corporation Law of Delaware, as amended; the persons or bodies corporate holding the majority of the issued and outstanding voting stock of said corporation voting for said amendment to wit: 5,000 shares out of the total issue of 8,000 shares were voted for said proposed amendment and no shares were voted against the same, as appears by the certificate made by said Judges.

IN WITNESS WHEREOF, said UNITED ARTISTS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by DENNIS F. O'BRIEN, its

Vice-President, and ALBERT H. T. BANZHAF, its Secretary,  
this 5th day of December, 1927.

UNITED ARTISTS CORPORATION

By Dennis F. O'Brien  
Vice-President

By Albert H. T. Banzhaf  
Secretary

UNITED ARTISTS CORPORATION  
INCORPORATED 1919  
DELAWARE



STATE OF NEW YORK  
COUNTY OF NEW YORK

SS:

BE IT REMEMBERED that on this 5th day of December, A. D. 1927, personally came before me, a Notary Public, in and for the County and State aforesaid, DENNIS F. O'BRIEN, Vice-President, and ALBERT H. T. BANZHAF, Secretary of UNITED ARTISTS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and they, the said DENNIS F. O'BRIEN, as such Vice-President, and ALBERT H. T. BANZHAF, as such Secretary, duly executed said certificate before me and severally duly acknowledged the said certificate to be their act and deed and the act and deed of said corporation; that the signatures of the said Vice-President and of the Secretary of said Corporation to said foregoing certificate are in the handwriting of the said Vice-President and Secretary of said company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that their act of sealing, executing, acknowledging, and delivering the said certificate was duly authorized by the board of directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

LILLIAN E. McMAHON  
NOTARY PUBLIC  
QUEENS COUNTY

LILLIAN E. McMAHON  
Notary Public

Lillian E. McMahon  
Notary Public  
Queens Co. Clerk's No. 1127  
Queens Co. Register's No. 3617  
New York County Clks. No. 193  
New York Co. Register's No. 9144  
Term Expires March 30, 1929

**CERTIFICATE OF RETIREMENT  
 OF PREFERRED STOCK  
 of the  
 UNITED ARTISTS CORPORATION**

**UNITED ARTISTS CORPORATION, a corporation organized and existing under the Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:**

**FIRST:** That, pursuant to the authority contained in the Certificate of Incorporation of the above named corporation, and pursuant to the provisions of Section 27 of the General Corporation Law of the State of Delaware, as amended by act passed and approved March 2, 1927, 6,750 shares of its issued and outstanding preferred stock was redeemed.

**SECOND:** That in the redemption of said 6,750 shares of preferred stock of the corporation the capital and surplus of said corporation was applied thereto to the extent and in the manner hereinafter indicated, to wit:

<u>Date</u>	<u>Amount Paid For Redeemed Stock</u>	<u>Applied Against Capital Stock &amp; C</u>	<u>Applied Against Surplus</u>
1929			
Aug. 1	\$218,505.	\$ 205,100	\$ 10,405
Nov. 1	<u>490,245.</u>	<u>485,900</u>	<u>23,345</u>
TOTAL	\$708,750.	\$ 675,000.	\$ 33,750.

**THIRD:** That the assets of the corporation remaining after such redemption are sufficient to pay any debts of the corporation payment of which have not

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been otherwise provided for.

IN WITNESS WHEREOF, the said UNITED ARTISTS CORPORATION has caused its corporate seal to be affixed and this certificate to be signed by Dennis F. O'Brien, its Vice-President and Arthur W. Kelly, its Treasurer, this 30th day of November, 1929.

Dennis F. O'Brien

Dennis F. O'Brien, Vice-President

Arthur W. Kelly

Arthur W. Kelly, Treasurer

UNITED ARTISTS CORPORATION  
INCORPORATED  
1919  
DELAWARE

STATE OF NEW YORK )

SS:

COUNTY OF NEW YORK )

BE IT REMEMBERED that on this 30th day of November A.D. 1929, personally came before me Etta Cahen, a Notary Public in and for the County and State aforesaid, Dennis F. O'Brien a Vice-President of UNITED ARTISTS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Dennis F. O'Brien, as such Vice-President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice-President and of the Treasurer of said corporation to said foregoing certificate are in the handwriting of the said Vice-President and Treasurer of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.



IN WITNESS WHEREOF I have hereunto  
set my hand and seal of office the day and year aforesaid.

Etta Cohen

NOTARY PUBLIC

ETTA COHEN  
Notary Public, New York County  
N.Y.Co.Cirs.No.5 Reg.No.10340  
Commission expires March 30, 1911.

ETTA COHEN  
NOTARY PUBLIC  
NEW YORK COUNTY

I, LOYD WRIGHT, Secretary of UNITED ARTISTS CORPORATION, do hereby certify that I am Secretary of said corporation. I further certify that at a special meeting of the stockholders of said corporation, held on the 3rd day of January, 1936, at which meeting three-fourths of all of the issued and outstanding shares of said corporation were represented in person or by proxy and voted and/or approved in writing, the following amendment to the By-Laws of said corporation was unanimously adopted:

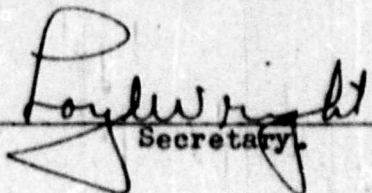
"BE IT RESOLVED, That the By-Laws of this corporation be amended by deleting therefrom Section 1 of Article VI, and substituting in lieu thereof the following:

" ' ARTICLE VI.

" ' Signatures

" ' Section 1. All checks, drafts, notes or other obligations of the corporation shall be signed by any person or persons authorized by the Board of Directors, or by the Executive Committee, and bank depositories shall be designated and accounts opened or closed in such banks as are from time to time authorized by the Board of Directors or the Executive Committee.' "

WITNESS my hand and the seal of said corporation, this 3<sup>rd</sup> day of January, 1936.

  
Secretary.

(CORPORATE SEAL)

[July 1956]

BY-LAWS

-of-

UNITED ARTISTS CORPORATION

ARTICLE I

SEAL

The Board of Directors (herewin sometimes called the Board) shall provide a suitable seal for the corporation which shall remain in the custody of the secretary. It shall be affixed to all certificates of the shares and to other instruments requiring a seal. A duplicate seal may be kept and, when authorized by the Board, used by any other officer of the corporation.

ARTICLE II

SHARES

Section 1. Certificates. Certificates evidencing the ownership of the shares of the corporation of such tenor and design as the Board may from time to time adopt shall be issued to those entitled to them. Each certificate shall bear a distinguishing number, the signature of the President or Vice-President and of the Secretary or of the Treasurer, the seal of the corporation and such recitals as may be required by law or by the by-laws. The certificates shall be issued respectively in numerical order and a full record of the issue of each certificate shall be made in the books.

Section 2. Transfer. The shares may be transferred on the books of the corporation by registered holders thereof or by their attorneys legally constituted or their legal representatives by surrender of the certificates therefor for cancellation and a written assignment of the shares evidenced thereby, subject to any limitations hereinafter contained. The Board may from time to time appoint such Transfer Agents or Registrars of shares as it may deem advisable and may define their powers and duties.

Section 3. Lost Certificates. The Board may order a new certificate or certificates of shares to be issued in place of any certificate or certificates of shares alleged to have been lost or destroyed, but in every such case the owner of the lost certificate or certificates may be required to give the corporation a bond, with surety or sureties satisfactory to the corporation



in such sum as the Board may deem sufficient, as indemnity against loss or liability; but the Board may, in its discretion, refuse to issue such new certificates save upon the order of some court having jurisdiction in such matters.

**Section 4. Closing of Transfer Books.** The share transfer books of the corporation may be closed by order of the Board for a period not exceeding ten days prior to any meeting of the shareholders, and for a period not exceeding ten days prior to the payment of any dividend. The times during which the books may be so closed shall from time to time be fixed by the Board.

**Section 5. Dividends.** The Board may declare dividends from the surplus or net profits arising from the business of the Corporation. Dividends shall be declared and paid if, as and when the Board of Directors shall determine.

#### ARTICLE III.

##### Shareholders' Meetings.

**Section 1. Annual Meeting.** The annual meeting of the shareholders of the corporation shall be held either at the principal business office of the corporation (which may be established outside of the State of Delaware), or at such other place within or without the State of Delaware as the Board may determine, at 3:00 o'clock in the afternoon on the first Monday in April, or if said day be a legal holiday then on the next succeeding day not a holiday, for the purpose of electing directors and officers and for the transaction of such other business as may be brought before the meeting.

**Section 2. Special Meetings.** Special meetings of the shareholders must be called by the Secretary upon written request of the President or of any director. No business other than that specified in the call therefor shall be considered at any special meeting. Special meetings shall be held at the principal business office of the corporation outside the State of Delaware unless the Board shall name another place therefor.

**Section 3. Notice.** Notice of the annual meeting shall, at least ten days prior to the date thereof, be mailed to each shareholder of shares entitled to voting rights at his last known post-office address as the same appears on the records of the corporation.

Notice of each special meeting stating the purpose thereof shall be sent by telegraphic communication at least three (3) days prior to the date thereof to each shareholder at his last known post-office address as the same appears on the records of the corporation.

**Section 4. Quorum.** A majority in amount of the shares authorized by the certificate of incorporation to vote, issued and outstanding represented by the holders of record thereof in person or by proxy shall be requisite to constitute a quorum at any meeting of shareholders;

but less than such majority may adjourn the meeting from time to time, and at any such adjourned meeting any business may be transacted which might have been transacted if the meeting had been held as originally called.

**Section 5. Proxies.** Any shareholder entitled to vote at a meeting of the shareholders may be represented and vote thereat by proxy, appointed by an instrument in writing subscribed by such shareholder or by his duly authorized attorney and submitted to the Secretary at or before such meeting.

**Section 6. Election of Directors.** The election of directors may be conducted by two inspectors of election appointed after the first election by the President or a Vice-President, or by the Chairman of any stockholders' meeting. The vote in elections of Directors and, upon demand of a shareholder present in person or by proxy, the vote on any question shall be by share vote and by ballot.

At all elections of directors of the corporation, each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted or any two or more of them as he may see fit. This right, whenever exercised, shall be termed cumulative voting.

**Section 7. Order of Business.** At all meetings of the shareholders the order of business shall be as follows:

- (a) Call to order.
- (b) Election of a Chairman and the appointment of a Secretary, if necessary.
- (c) Presentation of proofs of the due calling of the meeting - the certificate of the secretary or affidavit of other person who mailed the notice shall be conclusive of service, or the presentation of a waiver of notice duly signed by all shareholders entitled to vote.
- (d) Presentation and examination of proxies.
- (e) Reading and settlement of the minutes of the previous meeting.
- (f) Reports of officers and committees.
- (g) If the annual meeting, or a meeting called for that purpose, the election of Directors and Officers.
- (h) Unfinished business.
- (i) New business.
- (j) Adjournment.



ARTICLE IV

Directors

Section 1. Terms of Office. The directors of the corporation shall hold office until the annual meeting of the shareholders succeeding their appointment or election, and thereafter until their respective successors shall have been duly elected and qualified.

Section 2. Powers. All the powers of the corporation are vested in and shall be exercised by the Board except as otherwise prescribed by statute, or by the certificate of incorporation or by these by-laws.

Section 3. Vacancies. A resignation from the Board of Directors shall be deemed to take effect upon its receipt by the Secretary unless some other time is specified therein. The Secretary shall forthwith, upon receipt of any such resignation, notify each of the directors, by telegraph, of such resignation. In case of any vacancy in the Board the vacancy shall be filled at a special meeting of stockholders which shall be called forthwith and his successor shall be elected by the stockholder who originally nominated the director whose office has been vacated, such successor to hold office for the unexpired portion of the term of the director whose place shall be vacant and until the next annual meeting of stockholders.

Section 4. Election of Officers. At the first meeting of the Board in each year (at which a quorum shall be present) held next after the annual meeting of the shareholders, the Board shall appoint such officers and employees, not chosen by the shareholders, as it shall determine (provided that the shareholders may, if they deem it expedient, themselves elect or remove any or all officers and employees at any general or special meeting).

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month (on the succeeding business day in the event the first Tuesday is a holiday) at the office of the corporation at United Artists Studio, 1041 North Formosa Avenue, Los Angeles, California, or at such other place as the Board may designate.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be called by the Secretary and held at the request of the President or of any Director.

Section 7. Notice of Meetings. The Secretary shall give notice of each meeting of the Board whether regular or special to each member of the Board by telegraph addressed to his last known post-office address at least two (2) days before the meeting.

Section 8. Quorum. Three members of the Board shall constitute a quorum at all meetings thereof.

Section 9. Place of Meeting. The Board may hold its meetings at such place or places within or without the State of Delaware as the Board may from time to time designate.



**Section 10. Compensation.** Directors as such may receive such salary or compensation for their services as may be determined by the Board of Directors at a regular or special meeting, and that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation or commissions therefor. Members of other standing or special committees may be allowed such compensation as the board may determine.

**Section 11. Inspection of Books.** The Board shall, subject to the Certificate of Incorporation and to the law of the State of Delaware, determine the conditions and regulations under which the books and accounts of the corporation or any of them shall be opened to the inspection of shareholders.

**Section 12. Offices and Books Outside State.** The Board may from time to time establish corporate offices and agencies and keep the books of the corporation at such place or places outside the State of Delaware as they may from time to time designate.

**Section 13. Number of Directors.** The number of Directors of this corporation shall be twelve (12).

**Section 14. Executive Committee.** The Directors may appoint an Executive Committee composed of seven (7) members, one of whom shall be the President. Said Executive Committee shall hold weekly meetings at the principal place of business of the Corporation in the City of New York, or at such other place as the Committee may determine from time to time, on Friday of each week, or on the next succeeding business day if Friday should be a holiday.

Said Executive Committee shall have and may exercise the routine powers of the Board of Directors in the management of the business and affairs of the corporation and shall have the power to authorize the affixing of the seal of the corporation to all documents or papers, consistent with the powers granted by these by-laws. Said Executive Committee shall have no power to inaugurate radical reversals of or departure from fundamental policies and methods of conducting the business as prescribed by the directors. Minutes of the meetings of the Executive Committee shall be kept by the Secretary as part of the minutes of the Board of Directors, and copies thereof shall be sent by either the Secretary or Assistant Secretary of the Corporation to each member of the Board of Directors. Special meetings of the Executive Committee may be called on one day's telegraphic notice.

#### ARTICLE V

#### Officers

**Section 1. Officers.** The Officers of the corporation shall be:

President  
Chairman of the Board of Directors (if the  
Directors decide to appoint a Chairman)  
Three Vice-Presidents  
Treasurer  
Secretary  
One or more Assistant Secretaries  
One or more Assistant Treasurers  
General Manager

and such other subordinate officers. All officers shall be elected by the shareholders, but if such officers are not elected by the shareholders, then they shall be elected by the Board, to serve for one year or until their respective successors are elected and qualified, all subject to the provisions of Section 4 of Article IV of these By-laws.

**Section 2. President.** The President shall be a member of the Board of Directors and shall perform such duties as may be assigned to him by the Board.

**Section 2. (a) Chairman of the Board of Directors.** If the Directors decide to appoint a Chairman then the Chairman shall preside at all meetings of the Board of Directors and shall exercise, subject to the control of the Board, a general supervision over the affairs of the corporation, and shall perform such other duties as may be assigned to him from time to time by the Board.

**Section 3. General manager** The General Manager shall perform such duties as may be assigned to him by the Board.

**Section 4. Vice-presidents.** There shall be three Vice-Presidents, designated First, Second and Third Vice-Presidents, who shall perform the duties of President in his absence or during his inability to act, as the Board of Directors may from time to time determine. The Vice-Presidents shall perform such other and further duties as may be assigned to them by the Board.

**Section 5. Treasurer.** The Treasurer, subject to the direction of the Board of Directors, shall have the custody of the funds and securities of the corporation. When necessary and proper, he may endorse on behalf of the corporation for collection or deposit, checks, notes and other obligations. He shall deposit the funds of the corporation to its credit in such depositories as the Board may from time to time designate. He shall submit to the annual meeting of shareholders a statement of the financial condition of the corporation, and whenever hereunto required by the Board, shall make and render a statement of his accounts and such other statements as may be required. He shall keep in books of the corporation full and accurate account of all moneys received and paid by him for account of the corporation. He shall perform such other duties as may from time to time be assigned to him by the Board.

**Section 6. Secretary.** The Secretary shall keep the minutes of all meetings of the Board, and of the shareholders, unless another person be appointed for that purpose by the Board and shareholders, in books, provided for that purpose. He shall give or cause to be given all notices required by these by-laws or by resolution of the Board. He shall have charge of the share certificate book, share transfer books and share ledgers, all of which shall at all reasonable hours be open to the examination of any director; he shall have custody of the seal of the corporation; and he shall in general perform all the duties usually incident to the office of secretary, subject to the control of the Board.

**Section 7.** If the Treasurer and/or any other officer or employee of the Company, if the Board of Directors



so determine, shall be required to give a bond for the faithful performance of his duties, such bond or bonds shall be forthwith furnished by such Treasurer, or Officer, or employee, and such bond shall be in such sum as the Board of Directors shall determine and shall be executed by a surety company approved by the Board.

**Section 8. Assistant Officers.** The Assistant Secretary or Secretaries and the Assistant Treasurer or Treasurers shall perform the duties of the Secretary and the Treasurer, respectively in the absence of those officers and shall have such further powers and perform such other duties as may be assigned to them respectively by the Board.

**Section 9. Removal.** Any person elected to office may be removed at any time on vote of the majority of the directors at any meeting especially called for the consideration of such removal.

#### ARTICLE VI

##### Signatures

**Section 1. Negotiable Instruments.** All checks, drafts, notes or other obligations of the corporation shall be signed by any two of the following officers, to wit, President or a Vice-President and the Treasurer or an Assistant Treasurer, or by any other person or persons authorized by the Board.

Any two officers of the corporation, one of whom shall be the President or a Vice-President, and one of whom must be the Treasurer or Assistant Treasurer, may open subsidiary accounts outside of the City of New York with any bank or banks as depositories for the working funds of the branch offices of the corporation, such accounts to be carried in the name of the corporation and designated as Sales Manager's Account, Branch Manager's Account, or Office Manager's Account, in accordance with the facts of the situation.

Any two officers of the corporation, one of whom must be the President or a Vice-President, and one of whom must be the Treasurer or Assistant Treasurer, may designate and authorize the person or persons to withdraw and deposit funds from any of such accounts named above, and such officers of the corporation may rescind and terminate such authority in their discretion.

Checks, drafts, notes or other obligations against said accounts may also be signed by two officers of the corporation who shall be President, or a Vice-President, Treasurer or Assistant Treasurer.

**Section 2. Share Transfers.** All endorsements, assignments, transfers, powers or other instruments of transfer of securities standing in the name of the corporation, by any two of the following officers, to wit: The President or a Vice-President, the Treasurer, and the Secretary; or by any person or persons thereunto authorized by the Board.



## ARTICLE VII

### Amendments

These by-laws may be altered, amended or repealed at any regular meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a three-fourths vote of the shares represented and entitled to vote thereat; provided, that in the call for such special meeting, notice of such purpose shall be given.

## ARTICLE VIII

### Transferability of stock

The transferability of the shares of the capital stock of the corporation shall be limited in the manner hereinafter described, and each certificate evidencing the ownership of such shares shall bear upon its face reference to this Article of the By-Laws or a copy of the following provisions of this article.

In case a stockholder of the corporation shall at any time desire to sell, give away or transfer, or otherwise dispose of any share or shares represented by such certificate or certificates, he shall first give notice in writing by registered mail to the corporation at 1041 North Comosa Avenue, Hollywood, California, setting forth the share or shares he desires to dispose of. A copy of said notice shall be sent by registered mail by said stockholder to every other stockholder of the corporation. The corporation shall have first right to purchase said share or shares upon the terms and conditions hereinafter contained.

If the corporation desires to exercise its right to acquire such shares of stock it shall do so by giving notice by registered mail to the stockholder who desires to dispose of the same, within twenty (20) days after receipt by it of said stockholder's notice of his intention to dispose of his shares and the value or price to be paid by the corporation for such shares of stock shall be the actual book value, plus twenty-five percent (25%) thereof, as shown by the last consolidated audited statement (rendered by Price, Waterhouse & Company or such other firm of public accountants regularly employed by the company) of the corporation and its subsidiaries and affiliates. The corporation shall make payment to the shareholder in full for the amount so determined as the price of the share or shares to be acquired by it, such payment to be made upon the delivery of the properly endorsed certificates to the corporation.

If, before the expiration of the twenty (20) days above mentioned, any other shareholder desires to acquire the shares offered for sale as aforesaid, he shall send by registered mail notices to that effect to the corporation, and to the shareholders desiring to sell, of his desire to purchase said share or shares, and any stockholder or stockholders sending such notice shall have the right to purchase said shares for the consideration above mentioned provided the corporation elects not to purchase such shares.

If the corporation shall receive only one such notice from such other shareholder, then such other shareholder

shall pay the amount determined as aforesaid to the shareholder desiring to sell within five (5) days after the expiration of the aforesaid twenty (20) day period and upon the delivery of properly endorsed certificates to the purchasing shareholder.

If two or more shareholders shall desire to acquire such shares, the corporation shall equally apportion such shares among such shareholders, the purchasing shareholders to pay a pro rate share of the amount determined as aforesaid.

If the corporation fails to give notice within the twenty (20) day period aforesaid of its desire to purchase such shares, or if no other shareholder gives notice of his desire to purchase said shares within the twenty (20) day period as aforesaid, then in both of said events the shareholder desiring to sell shall be free to sell said shares to any other person, firm or corporation whatsoever.



I, LOYD WRIGHT, Secretary of UNITED ARTISTS CORPORATION, do hereby certify that I am Secretary of said corporation. I further certify that at the adjourned annual meeting of the stockholders of said corporation, held on the 8th day of July, 1936, at which meeting three-fourths of all of the issued and outstanding shares of said corporation were represented in person or by proxy and voted and/or approved in writing, the following amendments to the By-Laws of said corporation were unanimously adopted:

RESOLVED, that the By-Laws of this corporation be amended in the following particulars, to-wit:

1.

ARTICLE III.

Shareholders' Meetings.

Section 1. Annual Meeting. The annual meeting of the shareholders of the corporation shall be held either at the principal business office of the corporation (which may be established outside of the State of Delaware), or at such other place within or without the State of Delaware as the Board may determine, at 3:00 o'clock in the afternoon on the second Tuesday of November of each year, commencing November, 1936, or if said day be a legal holiday then on the next succeeding day not a holiday, for the purpose of electing directors and officers and for the transaction of such other business as may be brought before the meeting.

2.

ARTICLE V.

Officers.

Section 1. Officers. The Officers of the corporation shall be:

President;  
Chairman of the Board of Directors;  
A First Vice-President, and as many  
Vice-Presidents as the Stockholders  
may elect;

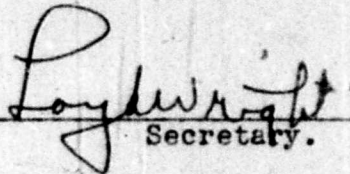


Treasurer;  
Secretary;  
One or more Assistant Secretaries;  
One or more Assistant Treasurers;

and such other subordinate officers as may be elected. All officers shall be elected by the shareholders, but if such officers are not elected by the shareholders, then they shall be elected by the Board, to serve for one year or until their respective successors are elected and qualified, all subject to the provisions of Section 4 of Article IV of these By-Laws.

3. Section 3. First Vice-President. The First Vice-President shall perform the duties of the President in the absence of the President, and such other duties as may be assigned to him by the Board.
4. Section 4. Vice-Presidents. The Vice-Presidents other than the First Vice-President, shall perform such duties as may be assigned to them by the Board.

WITNESS my hand and the seal of said corporation, this  
5th day of August, 1936.

  
Secretary.

(CORPORATE SEAL)

I, LOYD WRIGHT, Secretary of UNITED ARTISTS CORPORATION, do hereby certify that I am Secretary of said corporation. I further certify that at the adjourned annual meeting of the stockholders of said corporation, held on the 22nd day of July, 1936, at which meeting three-fourths of all of the issued and outstanding shares of said corporation were represented in person or by proxy and voted and/or approved in writing, the following amendments to the By-Laws of said corporation were unanimously adopted:

RESOLVED, that Article V of the By-Laws of this corporation be amended by adding to said Article the following, to be known as Sec. 2(b):

"Sec. 2(b). Election of President and of Chairman of the Board of Directors.

"Notwithstanding anything elsewhere in these By-Laws set forth, no person, other than Dr. A. H. Giannini or M. Silverstone, shall at any time be elected President or Chairman of the Board of Directors of the corporation, unless such election of such person be first approved by the unanimous vote of all of the shareholders of the corporation or their proxies.

"This Section 2(b) shall not be altered, amended or repealed at any time, except by the affirmative vote of all of the shareholders or their proxies."

Be it further,

RESOLVED, that Article VII of the By-Laws be amended by inserting at the beginning of the present provision, the following, to-wit:

"Except as otherwise provided in Article V 2(b), Article VIII, Article IX and Article X \* \* \*", so that as amended said Article shall read as follows:



"ARTICLE VII.

Amendments.

"Except as otherwise provided in Article V 2(b), Article VIII, Article IX and Article X, these By-Laws may be altered, amended or repealed at any regular meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a three-fourths vote of the shares represented and entitled to vote thereat; provided, that in the call for such special meeting, notice of such purpose shall be given ."

B e i t f u r t h e r ,

RESOLVED, that Article VIII of the By-Laws be amended, by adding as a separate, unnumbered paragraph, the following:

"None of the provisions of this Article VIII may be altered, amended or repealed, except by the affirmative vote of all of the shareholders of the corporation or their proxies."

B e i t f u r t h e r ,

RESOLVED, that the By-Laws be further amended by adding as Article IX thereof, the following, to-wit:

"ARTICLE IX.

"From and after July 22nd, 1936, the corporation shall not enter into any contract for the distribution of photoplays in the United States of America or the Dominion of Canada, nor shall the corporation increase, or consent to the increase of, the number of photoplays to be delivered to it or to be distributed by it under or pursuant to the provisions of any contract heretofore or hereafter executed by the corporation with any producer, unless the same shall be duly authorized by the affirmative vote of the holders of not less than eighty per cent. of all shares of the corporation then outstanding; or (if there then be a Chairman of the Board of Directors of the corporation who is not a shareholder of the corporation) by the affirmative vote of such Chairman of the Board of Directors and of the holders of not less than sixty per cent. of all shares of the corporation then outstanding.

*Amended  
May 5<sup>th</sup> 1935  
E.W.*



"This Section IX shall not be altered, amended or repealed at any time, except by the affirmative vote of all of the shareholders of the corporation or their proxies."

B e i t f u r t h e r,

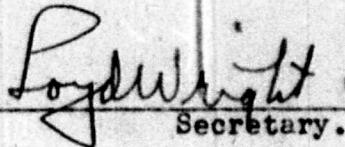
RESOLVED, that the By-Laws be further amended by adding a new Article to be designated as Article X, as follows:

"ARTICLE X.

"No shares of the corporation, other than such as are issued on July 22nd, 1936, shall at any time be issued or subscribed for, and no shares at any time heretofore or hereafter acquired by the corporation shall ever be reissued or transferred, unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the corporation or their proxies.

"This Article X shall not be altered, amended or repealed at any time, except by the affirmative vote of all of the shareholders of the corporation or their proxies."

WITNESS my hand and the seal of said corporation,  
this 5th day of August, 1936.

  
Secretary.

(CORPORATE SEAL)

I, LOYD WRIGHT, Secretary of UNITED ARTISTS CORPORATION, do hereby certify that I am Secretary of said corporation. I further certify that at a special meeting of the stockholders of said corporation, held on the 2nd day of December, 1936, at which meeting three-fourths of all of the issued and outstanding shares of said corporation were represented in person or by proxy and voted and/or approved in writing, the following amendment to the By-Laws of said corporation was unanimously adopted:

"RESOLVED, that Article IV, Section 5, of the By-Laws of this corporation be amended to read as follows:

"Section 5. Regular meetings. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month (on the succeeding business day in the event the first Tuesday is a holiday) at 729 Seventh Avenue, New York City, New York, or at such other place, within or without said state, as the Board of Directors may from time to time designate."

*amended 5/23/35  
See Minutes 5/23/35  
L.W.*

WITNESS my hand and the seal of said corporation, this 2nd day of December, 1936.

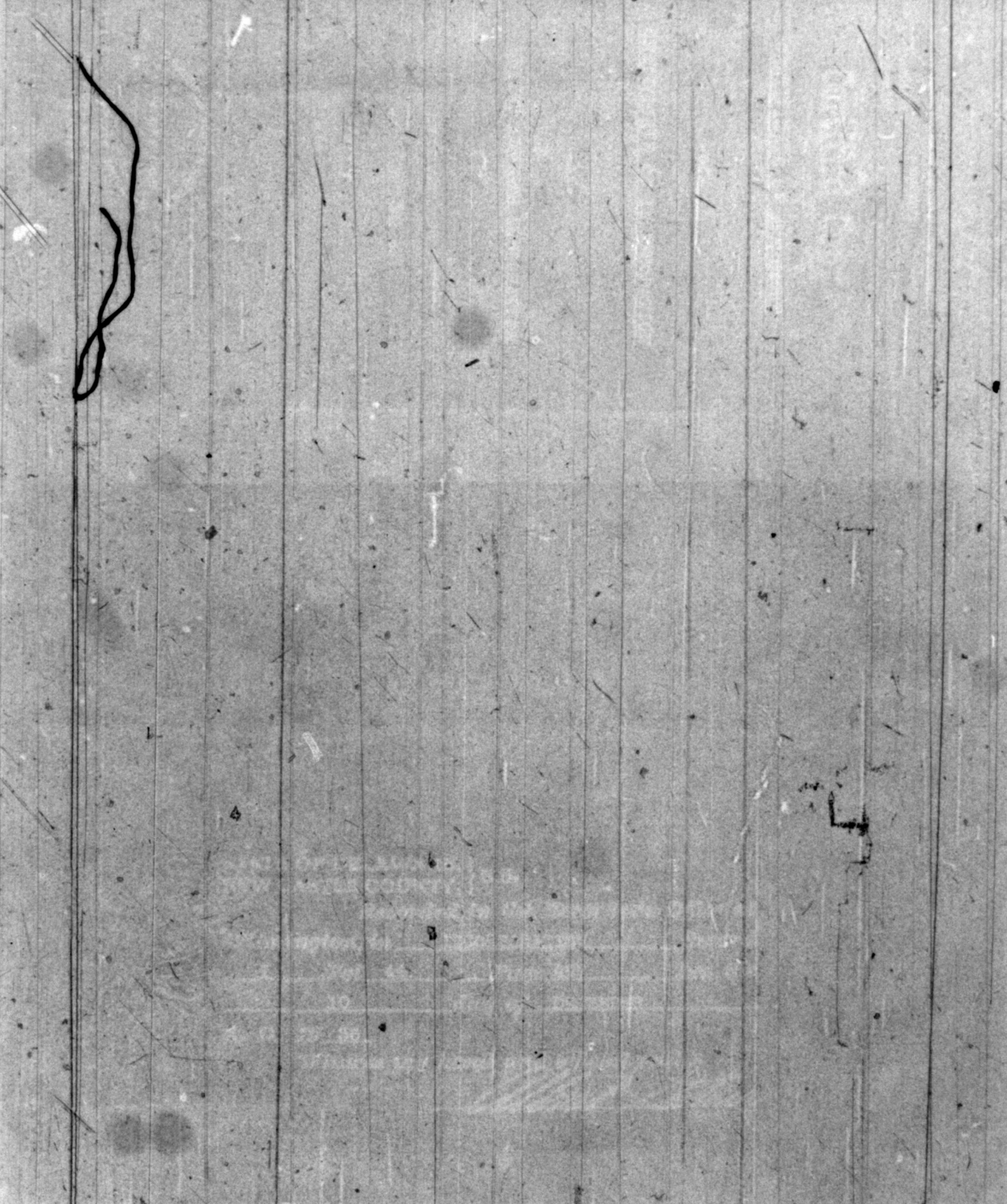
*Loyd Wright*  
Secretary.

(CORPORATE SEAL)



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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That at a meeting of a Board of Directors of the said United Artists Corporation, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as follows:

RESOLVED, That the certificate of incorporation of said United Artists Corporation be amended by striking out all of the article thereof numbered "Fourth", and by inserting in lieu thereof the following:

"FOURTH: The total number of shares authorized to be issued by the Corporation is Five thousand (5,000) without par value.

At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he may see fit. This right when exercised, shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Such stock may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That, thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

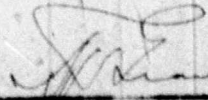
THIRD: That said amendment was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware as amended.



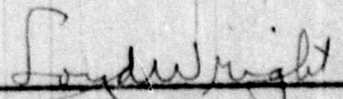
FOURTH: That said amendment does not effect any change in the issued shares of the said corporation.

IN WITNESS WHEREOF, said United Artists Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by A.H. GIANNINI, its president, and Loyd Wright, its Secretary, this 2<sup>nd</sup> day of December, 1936.

BY

  
A.H. GIANNINI, President

BY

  
LOYD WRIGHT, Secretary

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES (SS.:

BE IT REMEMBERED that on this *25* day of December, A.D. 1936, personally came before me, a Notary Public in and for the County and State aforesaid A.H. Giannini, President of United Artists Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said A.H. Giannini, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

*Anita Barrett*

NOTARY PUBLIC.

*My Commission Expires March 10, 1937*

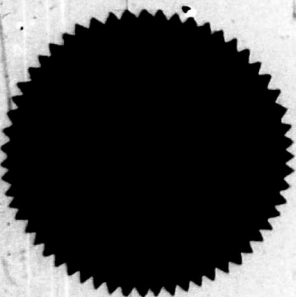
# State of Delaware



## Office of Secretary of State

I, **Walter Dent Smith**, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "UNITED ARTISTS CORPORATION", as received and filed in this office the tenth day of December, A. D. 1936, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this tenth day of December in the year of our Lord one thousand nine hundred and thirty-six.



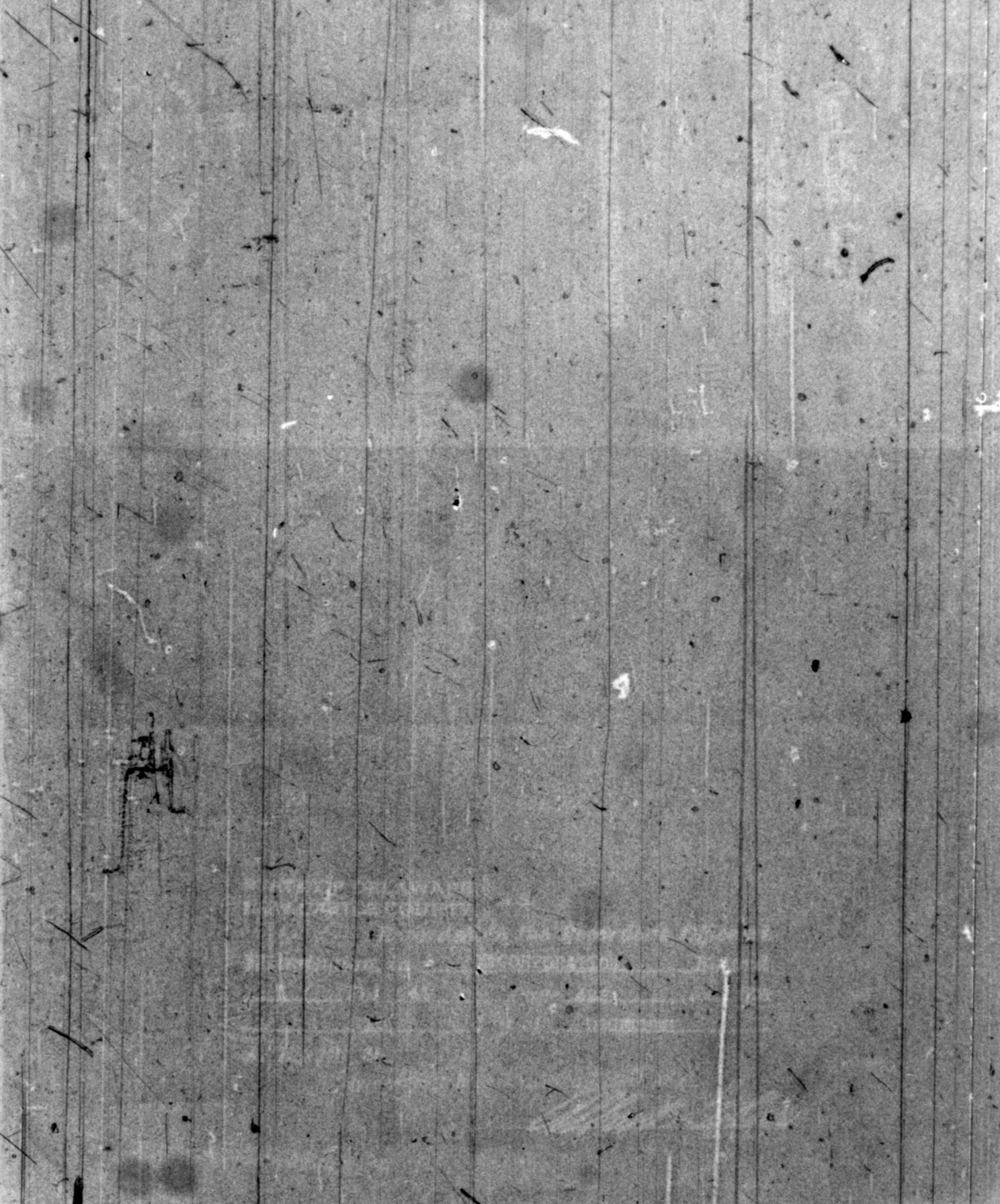
*Walter Dent Smith*

Secretary of State.





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CERTIFICATE OF REDUCTION OF CAPITAL

UNITED ARTISTS CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

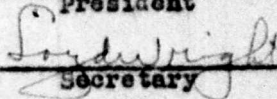
1. That on the *2nd* day of December, 1936, there was filed with said corporation a written consent of the holders of record of the total number of shares of the corporation outstanding and having voting powers, authorizing reduction of the capital of the corporation by the amount of Twenty thousand dollars (\$20,000.) in the following manner:

The cancellation and retirement of four thousand (4,000) shares of common stock without par value heretofore issued by the corporation but repurchased thereby and presently standing in the corporate treasury, and providing that an amount not exceeding that part of the capital of the corporation represented by the shares so retired may be charged against or paid out of the capital of the corporation in respect of such shares.

2. That the assets of the corporation remaining after such reduction are sufficient to pay any debts, the payment of which has not been otherwise provided for.

IN WITNESS WHEREOF said UNITED ARTISTS CORPORATION has caused its corporate seal to be affixed to this certificate to be signed by A.H. Giannini, its President, and Loyd Wright, its Secretary, this *2nd* day of December, 1936.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary



STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES) SS:

BE IT REMEMBERED that on this <sup>7<sup>th</sup></sup> day of December, 1936, personally came before me Anita Barrett a Notary Public in and for the County and State aforesaid, A. H. GIANNINI, President of UNITED ARTISTS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said A. H. GIANNINI, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Anita Barrett  
Notary Public

XXXXXXXXXXXXXXXXXXXX

My Commission Expires March 10, 1937

# State of Delaware



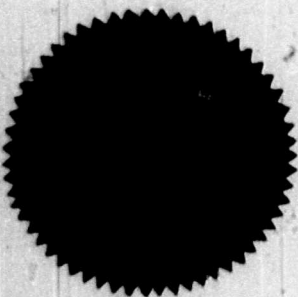
## Office of Secretary of State

I, **Walter Dent Smith**, *Secretary of State of the State of Delaware*, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Reduction of Capital of the "UNITED ARTISTS CORPORATION", as received and filed in this office the tenth day of December, A. D. 1936, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal, at Dover, this tenth day of December in the year of our Lord one thousand nine hundred and thirty-six.

*Walter Dent Smith*

Secretary of State



CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

CONFORMED COPY  
FILED DEC. 18, 1936.

UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That at a meeting of a Board of Directors of the said United Artists Corporation, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as follows:

RESOLVED, That the certificate of incorporation of said United Artists Corporation be amended by striking out all of the Article thereof numbered "Fourth", and by inserting in lieu thereof the following:

"FOURTH: The total number of shares authorized to be issued by the Corporation is Thirty-six Thousand (36,000) without par value.

At all elections of directors of the Corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised, shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.



The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its goodwill and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Such stock may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That, thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware as amended.

FOURTH: That said amendment does not effect any change in the issued shares of the said corporation.

IN WITNESS WHEREOF, said United Artists Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by A.H. GIANNINI, its president, and LOYD WRIGHT, its Secretary, this 11th day of December, 1936.

By A.H.Giannini (Signed)  
A.H. GIANNINI, President

By Loyd Wright (signed)  
LOYD WRIGHT, Secretary

UNITED ARTISTS CORPORATION  
INCORPORATED  
1919  
DELAWARE

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES) SS.:

BE IT REMEMBERED that on this 11th day of December, A.D. 1936, personally came before me, a Notary Public in and for the County and State aforesaid, A.H. GIANNINI, President of United Artists Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said A.H. Giannini, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

ANITA GARRETT

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NOTARY PUBLIC

My commission expires March 10, 1937.



STATE OF DELAWARE  
OFFICE OF THE SECRETARY OF STATE

I, WALTER DENT SMITH, Secretary of State of the State of Delaware DO HEREBY CERTIFY THAT the above and foregoing is a true and correct copy of Certificate of Amendment of the United Artists Corporation as received and filed in this office the eighteenth day of December A.D. 1936 at 2 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this eighteenth day of December in the year of our Lord one thousand nine hundred and thirty six.

Walter Dent Smith  
Secretary of State

(Seal )

Received for Record Dec 18 1936 Albert Stetser  
Recorder.

State of Delaware)  
New Castle County)SS.

Recorded in the Recorder's Office at Wilmington in  
Incorporation Record C Vol.45 page 11 etc. the 18th day  
of December A.D. 1936.

Witness my hand and official seal.

Albert Stetser

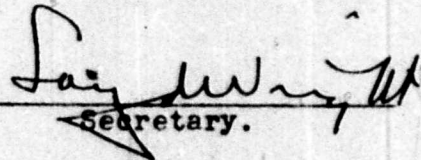
I, LOYD WRIGHT, Secretary of UNITED ARTISTS CORPORATION, do hereby certify that I am Secretary of said corporation. I further certify that at a special meeting of the stockholders of said corporation, held on the 18th day of February, 1937, at which meeting a majority of all of the issued and outstanding shares of said corporation were represented in person or by proxy and voted and/or approved in writing, the following amendment to the By-Laws of said corporation was unanimously adopted:

"RESOLVED, that Article VII of the By-Laws of this corporation be, and the same is hereby amended so that as amended the same shall read as follows:

"ARTICLE VII.

"Except as otherwise provided in Article V 2 (b), Article VIII, Article IX, Article X and Article XI, these By-Laws may be altered, amended or repealed at any regular meeting of the shareholders or at any special meeting thereof duly called for that purpose by a three-fourths vote of the shares represented and entitled to vote thereat; provided that in the call for such special meeting, notice of such purpose shall be given."

WITNESS my hand and the seal of said corporation,  
this 16th day of March, 1937.

  
Secretary.

(CORPORATE SEAL)



I, LOYD WRIGHT, Secretary of UNITED ARTISTS CORPORATION, do hereby certify that I am Secretary of said corporation. I further certify that at a special meeting of the stockholders of said corporation, held on the 18th day of February, 1937, at which meeting a majority of all of the issued and outstanding shares of said corporation were represented in person or by proxy and voted and/or approved in writing, the following amendment to the By-Laws of said corporation was unanimously adopted:

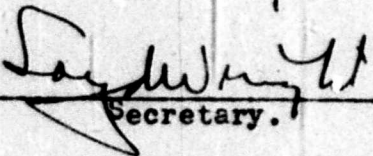
"A motion was then made by Mr. Cohen, seconded by Mr. McKay and unanimously carried that the By-Laws of this corporation be further amended by adding thereto a new Article, to be known as Article XI, in the following words:

"ARTICLE XI.

"The provisions, restrictions and limitations of Articles VIII and X of these By-Laws shall apply to all shares of the capital stock of the corporation now authorized and to all shares of the capital stock of the corporation hereafter authorized.

"This Article XI shall not be altered, amended or repealed at any time, except by the affirmative vote of all of the shareholders of the corporation or their proxies."

WITNESS my hand and the seal of said corporation,  
this 16th day of March, 1937.

  
Secretary.

(CORPORATE SEAL)



XXXXXXXXXXXXXXXXXXXX

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the said United Artists Corporation, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as follows:

RESOLVED, that the certificate of incorporation of said United Artists Corporation be amended by striking out all of the Article thereof numbered "Fourth" and by inserting in lieu thereof the following:

"FOURTH: The total number of shares authorized to be issued by the Corporation is Thirty-six Thousand (36,000) without par value.

At all elections of directors of the Corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised, shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable; excepting, however, that no shares of the Corporation excepting the 20,000 shares heretofore issued shall at any time be issued or subscribed for and no shares at any time heretofore or hereafter acquired by the Corporation shall ever be reissued or transferred unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the Corporation or their proxies.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That, thereafter, pursuant to the aforesaid resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware as amended.

FOURTH: That said amendment does not effect any change in the issued shares of the said corporation.

IN WITNESS WHEREOF, said UNITED ARTISTS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by A. H. GIANNINI, its President, and LOYD WRIGHT, its Secretary, this 22nd day of March, 1937.

By

A. H. GIANNINI

President

By

Loyd Wright

Secretary

STATE OF CALIFORNIA     )  
                                  ) ss.:  
COUNTY OF LOS ANGELES)

BE IT REMEMBERED that on this 22nd day of March, A. D. 1937, personally came before me, a Notary Public in and for the County and State aforesaid, A. H. GIANNINI, President of United Artists Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said A. H. Giannini, as such President, duly executed said certificate before me and acknowledged that said certificate to be his act and deed and the act and deed of said corporation; that the signature of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

ANITA GARRETT  
Notary Public

ANITA GARRETT,  
NOTARY PUBLIC  
LOS ANGELES CO. CAL.  
EUREKA



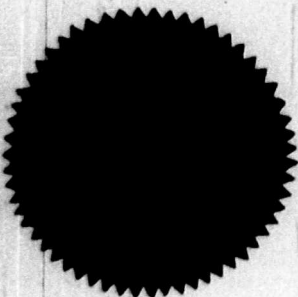
# State of Delaware



## Office of Secretary of State

I, Charles L. Terry, Jr. Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "UNITED ARTISTS CORPORATION", as received and filed in this office the first day of April, A. D. 1937, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this first day of April in the year of our Lord one thousand nine hundred and thirty-seven.

  
*Charles L. Terry, Jr.*  
Secretary of State

CERTIFICATE OF INCORPORATION

OF

UNITED ARTISTS CORPORATION

AS AMENDED MARCH 22, 1937.

CERTIFICATE OF INCORPORATION  
OF  
UNITED ARTISTS CORPORATION

FIRST: The name of the corporation is  
UNITED ARTISTS CORPORATION.

SECOND: The location of its principal office in the State of Delaware is No. 7 West 10th Street, in the City of Wilmington, County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America, No.7 West 10th Street, Wilmington Delaware.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are:

(a) To acquire, produce, create, sell, lease, market or dispose of pictures, plays and photoplays, and any and all rights and interests therein or in regard thereto and all other articles connected therewith or incidental thereto.

(b) To improve the photoplay industry and its artistic standards, and the methods of marketing photoplays.

(c) To market photoplays in the interest of the artists who create them.

(d) To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, interests, rights, patent rights, copyrights, and real and personal property of every class and description.

(e) To acquire the good-will, rights and property, and to take over the whole or any part of the assets and liabilities, of any person, firm, association or corporation and to pay for the same in cash, stock or



bonds of this corporation, or otherwise.

(f) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association or corporation.

(g) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any and all foreign countries, in accordance with the law thereof.

(h) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware and upon corporations formed under the act hereinafter referred to.

FOURTH: The total number of shares authorized to be issued by the Corporation is Thirty-six Thousand (36,000) without par value.

At all elections of directors of the Corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part

of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable; excepting however, that no shares of the Corporation excepting the 20,000 shares heretofore issued shall at any time be issued or subscribed for and no shares at any time heretofore or hereafter acquired by the Corporation shall ever be reissued or transferred unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the Corporation or their proxies.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

**FIFTH:** The number of shares with which this corporation will commence business is ten preferred shares, and ten common shares of no par value.

**SIXTH:** The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES</u>	
		<u>Pref.</u>	<u>Common</u>
T. L. Croteau	Wilmington, Del.	8	8
P.B.Drew	Wilmington, Del.	1	1
M.M.Clancy	Wilmington, Del.	1	1

**SEVENTH:** This corporation is to have perpetual existence.

**EIGHTH:** The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

**NINTH:** In furtherance and not in limitation of the powers conferred by statute, the board of directors are expressly authorized:

To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgage and liens upon any real and personal property of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of an Act of the Legislature of the State of Delaware,



entitled "An Act Providing a General Corporation Law"  
(approved March 10th, 1899), and the acts amendatory thereof  
and supplemental thereto, do make and file this certificate  
hereby declaring and certifying that the facts herein stated  
are true, and do respectively agree to take the number of  
shares of stock hereinbefore set forth, and accordingly have  
hereunto set our hands and seals this 17th day of April,  
A.D.1919. (AS AMENDED BY CERTIFICATE OF AMENDMENT  
MARCH 22nd, 1937. FILED IN THE OFFICE OF THE SECRETARY OF  
STATE OF THE STATE OF DELAWARE APRIL FIRST, 1937).

In the presence of:

Herbert E. Latter

T. L. Croteau (SEAL)  
P. B. Drew (SEAL)  
M. M. Clancy (SEAL)

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NOTE: Original Certificate of Incorporation filed April 17,  
1919.

Certificate of Amendment filed March 22, 1937.

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I, LOYD WRIGHT, Secretary of UNITED ARTISTS CORPORATION, do hereby certify that I am Secretary of said corporation. I further certify that at a special meeting of the stockholders of said corporation, held on the 27th day of December, 1937, at which meeting a majority of the issued and outstanding shares of said corporation were represented in person or by proxy and voted thereon, the following amendments to the By-Laws of said corporation were unanimously adopted:

"RESOLVED, that Section 6, of Article V of the By-Laws of the corporation shall be and the same is hereby amended to read as follows:

"Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board, and of the shareholders, unless another person be appointed for that purpose by the Board and shareholders, in books, provided for that purpose. He shall give or cause to be given all notices required by these By-Laws or by resolution of the Board. He shall have custody of the seal of the corporation; and he shall in general perform all the duties usually incident to the office of secretary, subject to the control of the Board."

B e i t f u r t h e r ,

"RESOLVED, that Section 5 of ARTICLE V of the By-Laws of the corporation shall be, and the same is hereby amended to read as follows:

"Section 5. Treasurer. The Treasurer, subject to the direction of the Board of Directors, shall have the custody of the funds and securities of the corporation. He shall have charge of the share certificate book, share transfer books and share ledgers, all of which shall at all reasonable hours be open to the examination of any director. When necessary and proper, he may endorse on behalf of the corporation for collection or deposit, checks, notes and other obligations. He shall deposit the funds of the corporation to its credit in such depositories as the Board may from time to time designate. He shall submit to the annual meeting of shareholders a statement of the financial condition of the corporation, and whenever thereunto required by the Board, shall make and render a statement of his accounts and such other statements as may be required. He shall keep in books of the corporation full and accurate account of all moneys received and paid by him for account of the corporation. He shall perform such other duties as may from time to time be assigned to him by the Board."

At said meeting the Secretary called attention of the stockholders to the fact that Section 8 of ARTICLE IV had been amended at the meeting held on September 5, 1935, but through some clerical error, the amendment had not been noted.

Whereupon, it was moved, seconded and unanimously carried, as follows:

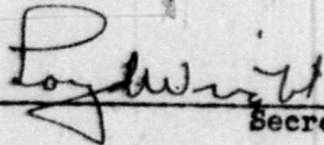
"RESOLVED, that the minutes of the meeting of the stockholders of September 5, 1935, be corrected to show that Section 8, Article IV, was amended to read as follows:

"Section 8. Quorum. Four members of the Board shall constitute a quorum at all meetings thereof."



I FURTHER CERTIFY that the above resolutions and amendments are still in full force and effect and that none of the same has been cancelled or annulled.

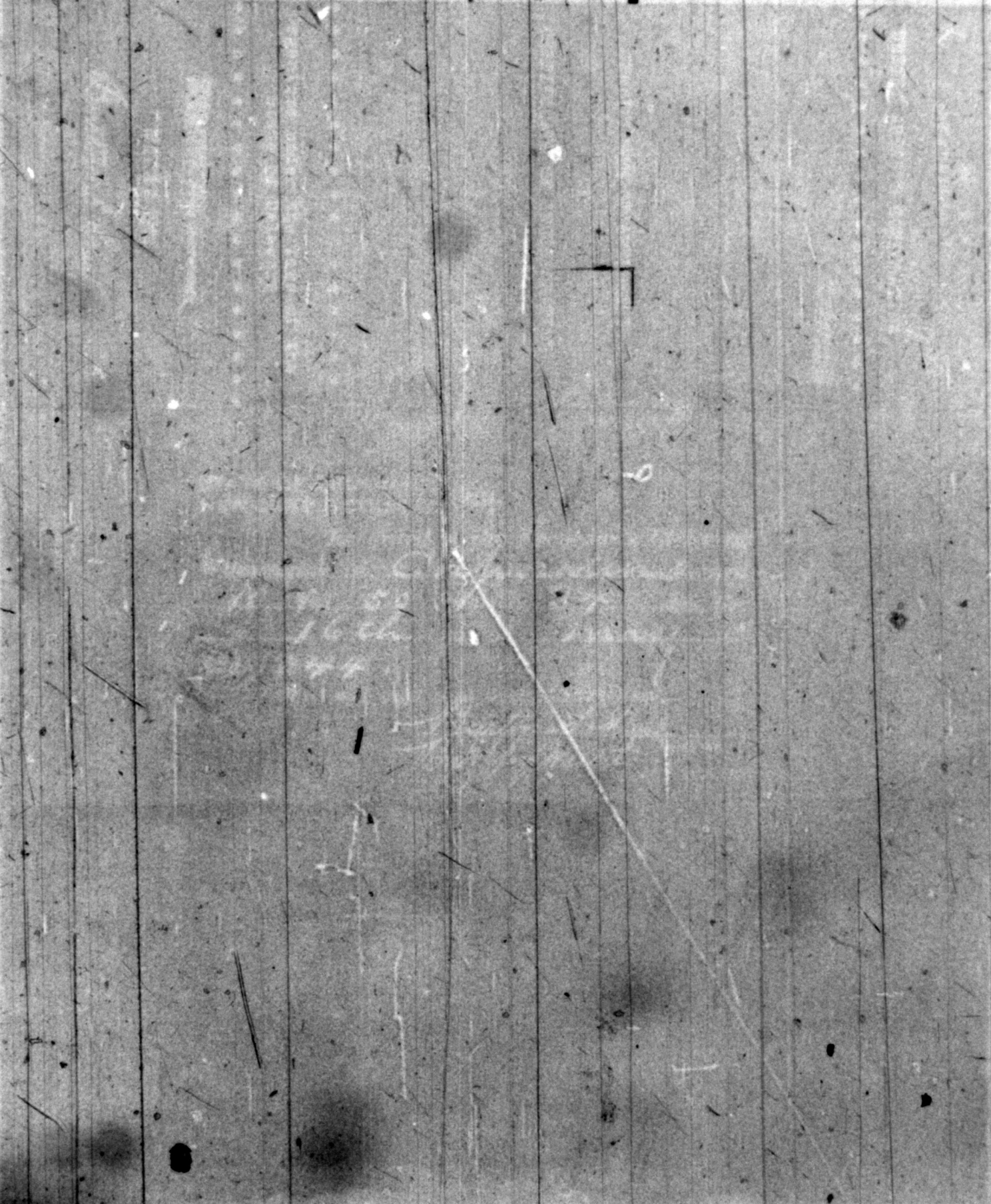
WITNESS my hand and the seal of said corporation, this 27th day of December, 1937.

  
Secretary.

(CORPORATE SEAL)

11. 11. 50  
16th







UNITED ARTISTS CORPORATION

\* \* \* \* \*

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

\* \* \* \* \*

UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said UNITED ARTISTS CORPORATION, duly held and convened, resolutions were duly adopted setting forth proposed amendments to the certificate of incorporation of said corporation and declaring said amendments advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED that the Certificate of Incorporation of the UNITED ARTISTS CORPORATION be amended by striking out in its entirety Article FOURTH thereof, as amended, and by inserting in place thereof a new Article FOURTH as follows:

"FOURTH: Section 1: The total number of shares authorized to be issued by the corporation is Thirty-six Thousand (36,000) without par value.

Section 2: At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be

voted for or any two or more of them, as he may see fit. This right, when exercised, shall be termed cumulative voting.

Section 3: No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable; excepting, however, that no shares of the corporation excepting the Twelve Thousand (12,000) shares now outstanding shall at any time be issued or subscribed for and no shares at any time heretofore or hereafter acquired by the corporation shall ever be reissued or transferred unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the corporation or their proxies.

Section 4: The transfer, sale or other disposition, in whole or in part, of the shares of the capital stock of the corporation heretofore or hereafter issued shall be limited in the manner hereinafter described, and each certificate evidencing the ownership of such shares shall bear upon its face reference to this Article or a copy of the following provisions of this Article.

(a) In case a stockholder of the corporation shall at any time desire to sell, give away or transfer, or otherwise dispose of any share or shares represented by such certificate or certificates, he shall first give notice in writing by registered mail to the office of the corporation at 729 Seventh Avenue, New York City, New York, or office of the corporation as the Board of Directors may from time to time specify by notice in writing sent by registered mail to all registered stockholders of the corporation, setting forth the share or shares he desires to dispose of. A copy of said notice shall be sent by registered mail by said stockholder to every other stockholder of the corporation. The corporation shall have first right to purchase said share or shares upon the terms and conditions hereinafter contained.

(b) If the corporation desires to exercise its rights to acquire such shares of stock,

it shall do so by giving notice by registered mail to the stockholder who desires to dispose of the same, within twenty (20) days after receipt by it of said stockholder's notice of his intention to dispose of his shares and the value or price to be paid by the corporation for such shares of stock shall be the actual book value, plus twenty-five per cent (25%) thereof, as shown by the last consolidated audited statement (rendered by Price, Waterhouse & Company or such other firm of public accountants regularly employed by the Company) of the corporation and its subsidiaries and affiliates. The corporation shall make payment to the shareholder in full for the amount so determined as the price of the share or shares to be acquired by it, such payment to be made upon the delivery of the properly endorsed certificates to the corporation.

(c) If, before the expiration of the twenty (20) days above mentioned, any other shareholder desires to acquire the shares offered for sale as aforesaid, he shall send by registered mail notices to that effect to the corporation, and to the shareholders desiring to sell, of his desire to purchase said share or shares, and any stockholder or stockholders sending such notice shall have the right to purchase said shares for the consideration above mentioned provided the corporation elects not to purchase such shares.

(d) If the corporation shall receive only one such notice from such other shareholder, then such other shareholder shall pay the amount determined as aforesaid to the shareholder desiring to sell within five (5) days after the expiration of the aforesaid twenty (20) day period and upon the delivery of properly endorsed certificates to the purchasing shareholder.

(e) If two or more shareholders shall desire to acquire such shares, the corporation shall equally apportion such shares among such shareholders, the purchasing shareholders to pay a pro rata share of the amount determined as aforesaid.

(f) If the corporation fails to give notice within the twenty (20) day period aforesaid of its desire to purchase such shares, or if no other shareholder gives notice of his desire to purchase said shares within the twenty (20) day period as aforesaid, then in both of said events the shareholder desiring to sell shall be free to sell said shares to any other person, firm or corporation whatsoever.



Section 5: The corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Section 6: None of the provisions of this Article FOURTH may be altered, amended or repealed, except by the affirmative vote of all of the shareholders of the corporation."

RESOLVED that the Certificate of Incorporation of the UNITED ARTISTS CORPORATION be amended by striking out in its entirety Article NINTH thereof, which contains three unnumbered paragraphs, and by inserting in place thereof a new Article NINTH as follows:

"Article NINTH: Section 1: There shall be nine (9) directors, who shall constitute the Board of Directors of this corporation, and six (6) directors shall constitute a quorum of the Board of Directors for the transaction of business at any regular or special meeting of the Board of Directors.

Section 2: No person shall be eligible for election, or shall be qualified to serve as a director of this corporation, if either he, or any individual, corporation, partnership, or unincorporated association, of which he is a director, agent or employee,

(a) Is engaged in the distribution of motion pictures or photoplays in competition with the distribution business of this corporation, its subsidiaries or affiliates; or

(b) Is engaged in the production of motion pictures or photoplays to be distributed by the producer or distributor thereof in competition with the distribution business of this corporation; or

(c) Is engaged in the Laboratory or Raw-stock or Positive Print, Trade Paper, Trailer, or Advertising Accessory Business; or if

(d) Either he or any individual, corporation, partnership or unincorporated association (who or which is not a stockholder of the UNITED ARTISTS CORPORATION) of which he is a director, agent or employee distributes motion pictures or photoplays through the facilities of the UNITED ARTISTS CORPORATION, or its subsidiaries or affiliates;

And if any director after his election as such should come within any of the above described classifications of persons ineligible for election, such director may be removed at any time by a majority vote of the remaining directors, and the office of director theretofore held by him shall thereupon be deemed vacant.

If UNITED ARTISTS CORPORATION or any of its subsidiaries or affiliates are engaged or shall engage in any of the business activities described in said paragraphs (c) and (d) and any employee, officer or agent of UNITED ARTISTS CORPORATION or any of its subsidiaries or affiliates shall be a director of UNITED ARTISTS CORPORATION, he shall not be disqualified as such director of UNITED ARTISTS CORPORATION because the UNITED ARTISTS CORPORATION or any of its subsidiaries or affiliates are engaged in any of such business activities described in said paragraphs (c) and (d). Trade terms are used in this Section 2 in the sense of their general meaning in the trade."

RESOLVED that the Certificate of Incorporation of the UNITED ARTISTS CORPORATION be amended by the addition and insertion of a new Article TENTH thereof reading as follows:

"TENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

Section 1: To elect the officers of this corporation, and at any regular or special meeting of the Board of Directors to fill all vacancies at any time occurring in the Board of Directors.

Section 2: To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon any real and personal property of this corporation.

Section 3: To elect, appoint and employ, or remove for cause, or discharge, as the case may be, the following:

(a) The chief executive of said corporation, whether he be called President, Chairman, General Manager, or by any other name;

(b) The executive of said corporation in charge of domestic distribution;

(c) The executive of said corporation in charge of foreign distribution;

(d) The Treasurer of said corporation;

(e) The executive of said corporation in charge of exploitation and advertising;

(f) The vice-presidents or vice-president, treasurer, secretary, assistant treasurer and assistant secretary of the corporation.

Section 4: To amend, cancel or terminate the contracts of employment or employment arrangements of the corporation with any of the aforesaid officers and executives.

Section 5: To authorize the financing, in whole or in part, of the production of any motion picture or photoplay for world-wide distribution by the corporation.

Section 6: To authorize the execution and delivery by the corporation of contracts with producers whereunder the corporation will acquire rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution therein.

Section 7: To authorize the execution and delivery by the corporation of amendments to, and of written agreements or notices of cancellation or termination of, contracts with producers, under which contracts the corporation has theretofore acquired rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution.

Section 8: To authorize the acquisition by the corporation of distribution rights in any so-called 'local picture' for local distribution in territories outside the United States and Canada under agreements which provide that the corporation shall advance money to the producer of such picture, or that the corporation shall undertake a financial obligation to or on behalf of such producer, over and above its usual and customary commitment, in the currency of any territory outside the United States and Canada, on account of prints and advertising for any such picture.



Section 9: To change the corporation's basic method of distribution, or to reduce the number of the corporation's exchanges in the United States below twenty (20) such exchanges."

RESOLVED that the Certificate of Incorporation of the UNITED ARTISTS CORPORATION be amended by the addition and insertion of a new Article ELEVENTH thereof read as follows:

"ELEVENTH: The by-laws of this corporation may be adopted, altered, amended or repealed, subject, however, to conformity with the provisions of the Certificate of Incorporation, at any annual meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a majority vote of all shares outstanding, provided that written notice specifying all proposed changes in the by-laws, and stating the time and place of the meeting at which action is to be taken thereon, shall have been mailed by the Secretary of the corporation or any director not less than ten (10) days prior to such meeting to each shareholder."

RESOLVED that the Certificate of Incorporation of the UNITED ARTISTS CORPORATION be amended by the addition and insertion of a new Article TWELFTH reading as follows:

"TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders, by virtue of incorporation thereunder, or by virtue of the provisions of the Certificate of Incorporation, are granted subject to this reservation."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendments.

THIRD: That the said amendments were duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware, as amended.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said UNITED ARTISTS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by *Edward C. Raftery* its President, and *Harry J. Muller* its <sup>asst</sup> Secretary, this 15<sup>th</sup> day of May, 1944.

UNITED ARTISTS CORPORATION

By *Edward C. Raftery*  
President

By *Harry J. Muller*  
<sup>asst</sup> Secretary

(CORPORATE SEAL)

STATE OF DELAWARE        )  
                                  )    ss:  
COUNTY OF NEW CASTLE    )

BE IT REMEMBERED that on this 15<sup>th</sup> day of May, A. D. 1944, personally came before me, a notary public in and for the county and state aforesaid, *Edward C. Lafferty* President of UNITED ARTISTS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said *Edward C. Lafferty* as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the <sup>Asst.</sup> Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and <sup>Asst.</sup> Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

*Harold E. Mansland*  
\_\_\_\_\_  
*Notary Public*



# State of Delaware




## Office of Secretary of State

**William J. Storey,**

*I, Secretary of State of the State of Delaware,*

do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "UNITED ARTISTS CORPORATION", as received and filed in this office the sixteenth day of May, A. D. 1944, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal, at Dover, this sixteenth day  
of May in the year of our Lord  
one thousand nine hundred and forty-four.

  
*William J. Storey*  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF  
UNITED ARTISTS CORPORATION  
AS AMENDED MAY 15, 1944.

CERTIFICATE OF INCORPORATION  
OF  
UNITED ARTISTS CORPORATION

FIRST: The name of the corporation is UNITED ARTISTS CORPORATION.

SECOND: The location of its principal office in the State of Delaware is No. 7 West 10th Street, in the City of Wilmington, County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America, No. 7 West 10th Street, Wilmington, Delaware.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are:

- (a) To acquire, produce, create, sell, lease, market or dispose of pictures, plays and photoplays, and any and all rights and interests therein or in regard thereto and all other articles connected therewith or incidental thereto.
- (b) To improve the photoplay industry and its artistic standards, and the methods of marketing photoplays.
- (c) To market photoplays in the interest of the artists who create them.
- (d) To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, interests, rights, patent rights, copyrights and real and personal property of every class and description.
- (e) To acquire the good-will, rights and property, and to take over the whole or any part of the assets and liabilities, of any person, firm, association or corporation and to pay for the same in cash, stock or bonds of this corporation, or otherwise.
- (f) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association or corporation.
- (g) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any and all foreign countries, in accordance with the law thereof.



(h) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware and upon corporations formed under the act hereinafter referred to.

**FOURTH:** Section 1: The total number of shares authorized to be issued by the corporation is Thirty-six Thousand (36,000) without par value.

Section 2: At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right, when exercised, shall be termed cumulative voting.

Section 3: No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable; excepting, however, that no shares of the corporation excepting the Twelve Thousand (12,000) shares now outstanding shall at any time be issued or subscribed for and no shares at any time heretofore or hereafter acquired by the corporation shall ever be reissued or transferred unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the corporation or their proxies.

Section 4: The transfer, sale or other disposition, in whole or in part, of the shares of the capital stock of the corporation heretofore or hereafter issued shall be limited in the manner hereinafter described, and each certificate evidencing the ownership of such shares shall bear upon its face reference to this Article or a copy of the following provisions of this Article.

(a) In case a stockholder of the corporation shall at any time desire to sell, give away or transfer, or otherwise dispose of any share or shares represented by such certificate or certificates, he shall first give notice in writing by registered mail to the office of the corporation at 729 Seventh Avenue, New York City, New York, or office of the corporation as the Board of Directors may from time to time specify by notice in writing sent by registered mail to all registered stockholders of the corporation, setting forth the share or shares he desires to dispose of. A copy of said notice shall be sent by registered mail by said stockholder to every other stockholder of the corporation. The corporation shall have first right to purchase said share or shares upon the terms and conditions hereinafter contained.

(b) If the corporation desires to exercise its rights to acquire such shares of stock, it shall do so by giving notice by registered mail to the stockholder who desires to dispose of the same, within twenty (20) days after receipt by it of said stockholder's notice of his intention to dispose of his shares and the value or price to be paid by the corporation for such shares of stock shall be the actual book value, plus twenty-five per cent (25%) thereof, as shown by the last consolidated audited statement (rendered by Price, Waterhouse & Co. or such other firm of public accountants regularly employed by the Company) of the corporation and its subsidiaries and affiliates. The corporation shall make payment to the shareholder in full for the amount so determined as the price of the share or shares to be acquired by it, such payment to be made upon the delivery of the properly endorsed certificates to the corporation.

(c) If, before the expiration of the twenty (20) days above mentioned, any other shareholder desires to acquire the shares offered for sale as aforesaid, he shall send by registered mail notices to that effect to the corporation, and to the shareholders desiring to sell, of his desire to purchase said share or shares, and any stockholder or stockholders sending such notice shall have the right to purchase said shares for the consideration above mentioned provided the corporation elects not to purchase such shares.

(d) If the corporation shall receive only one such notice from such other shareholder, then such other shareholder shall pay the amount determined as aforesaid to the shareholder desiring to sell within five (5) days after the expiration of the aforesaid twenty (20) day period and upon the delivery of properly endorsed certificates to the purchasing shareholder.

(e) If two or more shareholders shall desire to acquire such shares, the corporation shall equally apportion such shares among such shareholders, the purchasing shareholders to pay a pro rata share of the amount determined as aforesaid.

(f) If the corporation fails to give notice within the twenty (20) days period aforesaid of its desire to purchase such shares, or if no other shareholder gives notice of his desire to purchase said shares within the twenty (20) day period as aforesaid, then in both of said events the shareholder desiring to sell shall be free to sell said shares to any other person, firm or corporation whatsoever.

Section 5: The corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and

outstanding.

Section 6: None of the provisions of this Article FOURTH may be altered, amended or repealed, except by the affirmative vote of all of the shareholders of the corporation.

FIFTH: The number of shares with which this corporation will commence business is ten preferred shares, and ten common shares of no par value.

SIXTH: The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME	RESIDENCE	NUMBER OF SHARES	
		Pref.	Common
F. L. Groteau	Wilmington, Del.	8	8
P. B. Drew	Wilmington, Del.	1	1
M. M. Clancy	Wilmington, Del.	1	1

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: Section 1: There shall be nine (9) directors, who shall constitute the Board of Directors of this corporation, and six (6) directors shall constitute a quorum of the Board of Directors for the transaction of business at any regular or special meeting of the Board of Directors.

Section 2: No person shall be eligible for election, or shall be qualified to serve as a director of this corporation, if either he, or any individual, corporation, partnership, or unincorporated association, of which he is a director, agent or employee,

- (a) Is engaged in the distribution of motion pictures or photoplays in competition with the distribution business of this corporation, its subsidiaries or affiliates; or
- (b) Is engaged in the production of motion pictures or photoplays to be distributed by the producer or distributor thereof in competition with the distribution business of this corporation; or
- (c) Is engaged in the Laboratory or Raw-stock or Positive Print, Trade Paper, Trailer, or Advertising Accessory Business; or if
- (d) Either he or any individual, corporation, partnership or unincorporated association (who or which is not a stockholder of the UNITED ARTISTS CORPORATION) of which he is a director, agent or employee distributes motion pictures or photoplays through the facilities of the UNITED ARTISTS CORPORATION, or its



subsidiaries or affiliates;

And if any director after his election as such should come within any of the above described classification of persons ineligible for election, such director may be removed at any time by a majority vote of the remaining directors, and the office of director theretofore held by him shall thereupon be deemed vacant.

If UNITED ARTISTS CORPORATION or any of its subsidiaries or affiliates are engaged or shall engage in any of the business activities described in said paragraphs (c) and (d) and any employee, officer or agent of UNITED ARTISTS CORPORATION or any of its subsidiaries or affiliates shall be a director of UNITED ARTISTS CORPORATION, he shall not be disqualified as such director of UNITED ARTISTS CORPORATION because the UNITED ARTISTS CORPORATION or any of its subsidiaries or affiliates are engaged in any of such business activities described in said paragraphs (c) and (d). Trade terms are used in this Section 2 in the sense of their general meaning in the trade.

ARTS: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized;

Section 1: To elect the officers of this corporation, and at any regular or special meeting of the Board of Directors to fill all vacancies at any time occurring in the Board of Directors.

Section 2: To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon any real and personal property of this corporation.

Section 3: To elect, appoint and employ, or remove for cause or discharge, as the case may be, the following:

- (a) The chief executive of said corporation, whether he be called President, Chairman, General Manager, or by any other name;
- (b) The executive of said corporation in charge of domestic distribution;
- (c) The executive of said corporation in charge of foreign distribution;
- (d) The Treasurer of said corporation;
- (e) The executive of said corporation in charge of exploitation and advertising;
- (f) The vice-presidents or vice-president, treasurer, secretary, assistant treasurer and assistant secretary of the corporation.

Section 4: To amend, cancel or terminate the contracts of employment or employment arrangements of the corporation with any of the aforesaid officers and executives.

Section 5: To authorize the financing, in whole or in part, of the production of any motion picture or photoplay for world-wide distribution by the corporation.

Section 6: To authorize the execution and delivery by the corporation of contracts with producers whereunder the corporation will acquire rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution therein.

Section 7: To authorize the execution and delivery by the corporation of amendments to, and of written agreements or notices of cancellation or termination of, contracts with producers, under which contracts the corporation has theretofore acquired rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution.

Section 8: To authorize the acquisition by the corporation of distribution rights in any so-called 'local picture' for local distribution in territories outside the United States and Canada under agreements which provide that the corporation shall advance money to the producer of such picture, or that the corporation shall undertake a financial obligation to or on behalf of such producer, over and above its usual and customary commitment, in the currency of any territory outside the United States and Canada, on account of prints and advertising for any such picture.

Section 9: To change the corporation's basic method of distribution, or to reduce the number of the corporation's exchanges in the United States below twenty (20) such exchanges.

**ELEVENTH:** The by-laws of this corporation may be adopted, altered, amended or repealed, subject, however, to conformity with the provisions of the Certificate of Incorporation, at any annual meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a majority vote of all shares outstanding, provided that written notice specifying all proposed changes in the by-laws, and stating the time and place of the meeting at which action is to be taken thereon, shall have been mailed by the Secretary of the corporation or any director not less than ten (10) days prior to such meeting to each shareholder.

**TWELFTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner

now or hereafter prescribed by statute, and all rights conferred on shareholders, by virtue of incorporation thereunder, or by virtue of the provisions of the Certificate of Incorporation, are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of an Act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 17th day of April, A.D. 1919. (AS AMENDED BY CERTIFICATE OF AMENDMENT MAY 15, 1944 FILED IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF DELAWARE MAY 16, 1944).

In the presence of:

Herbert E. Latta

T. L. Croteson (SEAL)  
F. B. Drew (SEAL)  
M. M. Clancy (SEAL)

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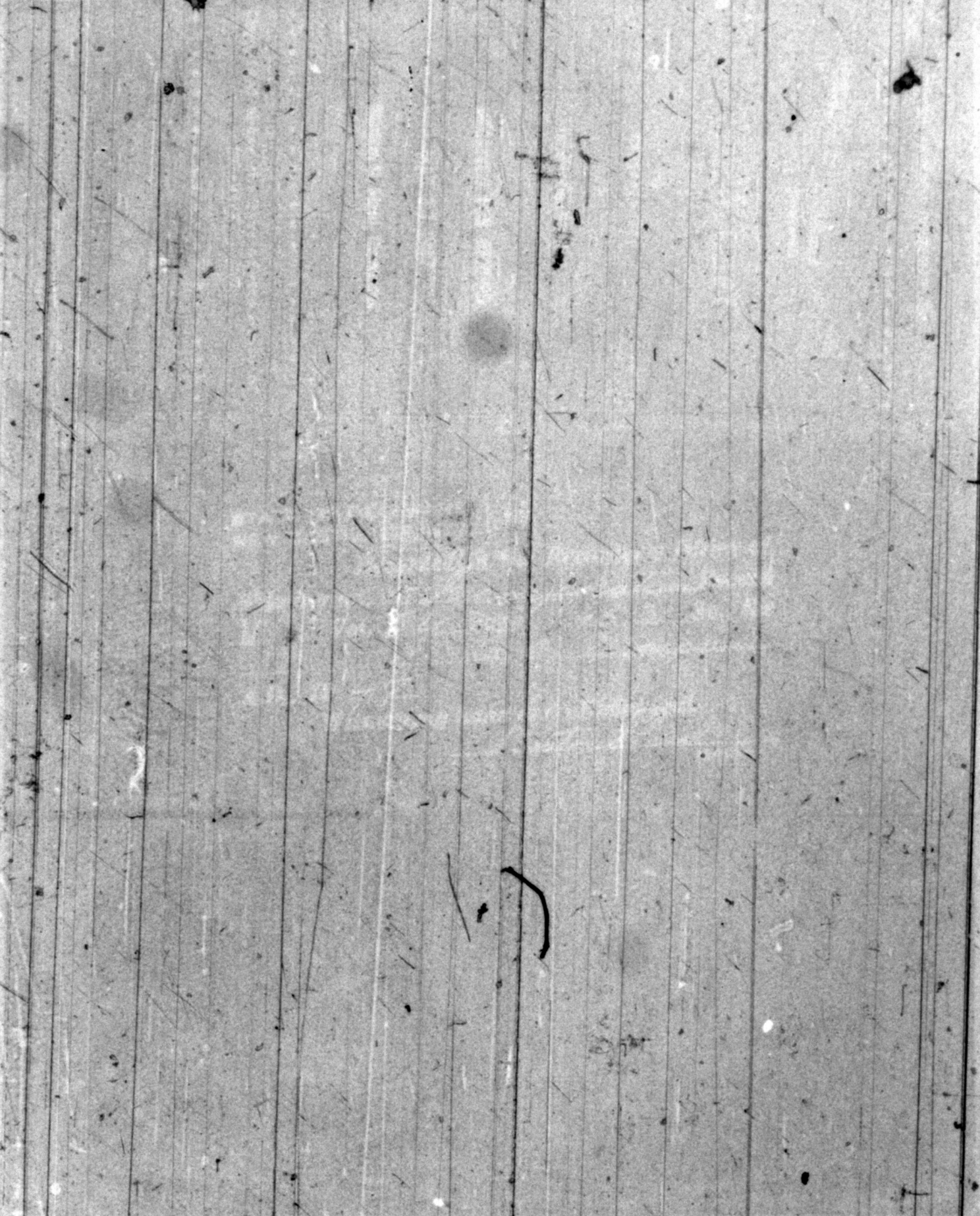
NOTE: Original Certificate of Incorporation filed April 17, 1919.

Latest Certificate of Amendment filed May 16, 1944)

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UNITED ARTISTS CORPORATION

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

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UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said UNITED ARTISTS CORPORATION, duly held and convened, resolutions were duly adopted setting forth proposed amendments to the certificate of incorporation of said corporation and declaring said amendments advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Certificate of Incorporation of the United Artists Corporation be amended in the following respects:

1. By striking out and eliminating Article THREE, Section 2 thereof.
2. By striking out Article FOURTH, Section 4 thereof and substituting in lieu thereof the following:

The sale, in whole or in part of the shares of the capital stock of the Corporation heretofore or hereafter issued shall be limited in the manner hereinafter described, and each certificate evidencing the ownership of such shares shall bear upon its face reference to this Article or a copy of the following provisions of this Article:

In case a stockholder shall desire, at any time, to sell any share or shares of the capital stock of the corporation and shall receive a bona fide and acceptable offer to purchase the same, such stockholder shall immediately notify every other stockholder by registered mail of all of the terms and conditions of such offer, including the name of the prospective purchaser, and his willingness to accept such offer. The remaining stockholder or stockholders shall have the first right during the twenty (20) day period following the receipt of such



notice to purchase such stock from the stockholder desiring to sell at the price and upon the terms contained in such bona fide offer.

If any of the remaining stockholders elects to purchase such stock upon the terms referred to in said notice, he shall, before the expiration of said twenty (20) day period, so notify the stockholder desiring to sell by registered mail, and shall pay the purchase price, in accordance with the terms of said offer against delivery or tender of delivery of properly endorsed certificates for the shares involved. If two or more stockholders elect to purchase the stock so offered for sale, the shares shall be equally apportioned between them and each shall pay a pro rata share of the purchase price. If none of the remaining stockholders elects to purchase the stock so offered for sale as hereinabove provided, the stockholder desiring to sell shall be free to accept the terms of the original offer and to sell his stock to the person originally making such offer, provided such sale is consummated within six months after the giving of said notice.

**SECOND:** That thereafter a special meeting of the stockholders of said corporation was duly held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendments.

**THIRD:** That the said amendments were duly adopted in accordance with the provisions of Section 28 of the General Corporation Law of Delaware, as amended.

**FOURTH:** That the capital of said corporation will not be reduced under or by reason of said amendments.

IN WITNESS WHEREOF, said UNITED ARTISTS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Edward C. Baffery its President, and H. J. Muller its Assistant Secretary, this 7<sup>th</sup> day of March, 1947.

UNITED ARTISTS CORPORATION

By Edward C. Baffery  
President  
By H. J. Muller  
Asst. Secretary

STATE OF NEW YORK }  
COUNTY OF NEW YORK } SS:

BE IT REMEMBERED that on this 7<sup>th</sup> day of March, A. D. 1947, personally came before me, a notary public in and for the county and state aforesaid, Edward S. McFery, President of UNITED ARTISTS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Edward S. McFery, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Assistant Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Harry Goldsmith  
Notary Public

HARRY GOLDSMITH  
NOTARY PUBLIC, State of New York  
Residing in Queens County  
Queens Co. C.P. No. 106  
CERTIFICATE NO. 12  
N. Y. Co. C.P. No. 1049  
Commission Expires March 30, 1947

# State of Delaware



## Office of Secretary of State

*I William J. Storey, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Amendment of the "UNITED ARTISTS CORPORATION", as  
received and filed in this office the eleventh day of March,  
A.D. 1947, at 11 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover, this* eleventh *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* forty-seven.

  
*William J. Storey*  
Secretary of State



200 copies  $6\frac{1}{8} \times 9\frac{1}{4}$

CERTIFICATE OF INCORPORATION

OF

UNITED ARTISTS CORPORATION

AS AMENDED MARCH 7, 1947.

CERTIFICATE OF INCORPORATION  
OF  
UNITED ARTISTS CORPORATION

FIRST: The name of the corporation is UNITED ARTISTS CORPORATION.

SECOND: The location of its principal office in the State of Delaware is No. 7 West 10th Street, in the City of Wilmington, County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America, No. 7 West 10th Street, Wilmington, Delaware.

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are:

- (a) To acquire, produce, create, sell, lease, market or dispose of pictures, plays and photoplays, and any and all rights and interests therein or in regard thereto and all other articles connected therewith or incidental thereto.
- (b) To improve the photoplay industry and its artistic standards, and the methods of marketing photoplays.
- (c) To market photoplays in the interest of the artists who create them.
- (d) To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, interests, rights, patent rights, copyrights and real and personal property of every class and description.
- (e) To acquire the good-will, rights and property, and to take over the whole or any part of the assets and liabilities, of any person, firm, association or corporation and to pay for the same in cash, stock or bonds of this corporation, or otherwise.
- (f) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association or corporation.
- (g) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any and all foreign countries, in accordance with the law thereof.

(h) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware and upon corporations formed under the act hereinafter referred to.

FOURTH: Section 1: The total number of shares authorized to be issued by the corporation is Thirty-six Thousand (36,000) without par value.

Section 2: At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right, when exercised, shall be termed cumulative voting.

Section 3: No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable; excepting, however, that no shares of the corporation excepting the Twelve Thousand (12,000) shares now outstanding shall at any time be issued or subscribed for and no shares at any time heretofore or hereafter acquired by the corporation shall ever be reissued or transferred unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the corporation or their proxies.

Section 4: The sale, in whole or in part, of the shares of the capital stock of the corporation heretofore or hereafter issued, shall be limited in the manner hereinafter described, and each certificate evidencing the ownership of such shares shall bear upon its face reference to this Article or a copy of the following provisions of this Article:

In case a stockholder shall desire, at any time, to sell any share or shares of the capital stock of the corporation and shall receive a bona fide and acceptable offer to purchase the same, such stockholder shall immediately notify every other stockholder by registered mail of all of



the terms and conditions of such offer, including the name of the prospective purchaser, and his willingness to accept such offer. The remaining stockholder or stockholders shall have the first right during the twenty (20) day period following the receipt of such notice to purchase such stock from the stockholder desiring to sell at the price and upon the terms contained in such bona fide offer.

If any of the remaining stockholders elects to purchase such stock upon the terms referred to in said notice, he shall, before the expiration of said twenty (20) day period, so notify the stockholder desiring to sell by registered mail, and shall pay the purchase price, in accordance with the terms of said offer against delivery or tender of delivery of properly endorsed certificates for the shares involved. If two or more stockholders elect to purchase the stock so offered for sale, the shares shall be equally apportioned between them and each shall pay a pro rata share of the purchase price. If none of the remaining stockholders elects to purchase the stock so offered for sale as hereinabove provided, the stockholder desiring to sell shall be free to accept the terms of the original offer and to sell his stock to the person originally making such offer, provided such sale is consummated within six months after the giving of said notice.

Section 5: The corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Section 6: None of the provisions of this Article FOURTH may be altered, amended or repealed, except by the affirmative vote of all of the shareholders of the corporation.

FIFTH: The number of shares with which this corporation will commence business is ten preferred shares, and ten common shares of no par value.

SIXTH: The names and places of residence of the original subscribers

to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES</u>	
		<u>Pref.</u>	<u>Common</u>
T. L. Croteau	Wilmington, Del.	8	8
P. B. Drew	Wilmington, Del.	1	1
M. M. Clancy	Wilmington, Del.	1	1

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: There shall be nine (9) directors, who shall constitute the Board of Directors of this corporation, and six (6) directors shall constitute a quorum of the Board of Directors for the transaction of business at any regular or special meeting of the Board of Directors.

TENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

Section 1: To elect the officers of this corporation, and at any regular or special meeting of the Board of Directors to fill all vacancies at any time occurring in the Board of Directors.

Section 2: To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon any real and personal property of this corporation.

Section 3: To elect, appoint and employ, or remove for cause or discharge, as the case may be, the following:

- (a) The chief executive of said corporation, whether he be called President, Chairman, General Manager, or by any other name;
- (b) The executive of said corporation in charge of domestic distribution;
- (c) The executive of said corporation in charge of foreign distribution;
- (d) The Treasurer of said corporation;
- (e) The executive of said corporation in charge of exploitation and advertising;
- (f) The vice presidents or vice-president, treasurer, secretary, assistant treasurer and assistant secretary of the corporation.

Section 4: To amend, cancel or terminate the contracts of employment or employment arrangements of the corporation with any of the aforesaid officers and executives.

Section 5: To authorize the financing, in whole or in part, of the production of any motion picture or photoplay for world-wide distribution by the corporation.

Section 6: To authorize the execution and delivery by the corporation of contracts with producers whereunder the corporation will acquire rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution therein.

Section 7: To authorize the execution and delivery by the corporation of amendments to, and of written agreements or notices of cancellation or termination of, contracts with producers, under which contracts the corporation has theretofore acquired rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution.

Section 8: To authorize the acquisition by the corporation of distribution rights in any so-called 'local picture' for local distribution in territories outside the United States and Canada under agreements which provide that the corporation shall advance money to the producer of such picture, or that the corporation shall undertake a financial obligation to or on behalf of such producer, over and above its usual and customary commitment, in the currency of any territory outside the United States and Canada, on account of prints and advertising for any such picture.

Section 9: To change the corporation's basic method of distribution, or to reduce the number of the corporation's exchanges in the United States below twenty (20) such exchanges.

ELEVENTH: The by-laws of this corporation may be adopted, altered, amended or repealed, subject, however, to conformity with the provisions of the Certificate of Incorporation, at any annual meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a majority vote of all shares outstanding, provided that written notice, specifying all proposed changes in the by-laws, and stating the time and place of the meeting at which action is to be taken thereon, shall have been mailed by the Secretary of the corporation or any director not less than ten (10) days prior to such meeting to each shareholder.



TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders, by virtue of incorporation thereunder, or by virtue of the provisions of the Certificate of Incorporation, are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of an Act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 17th day of April, A.D. 1919. (AS AMENDED BY CERTIFICATE OF AMENDMENT MARCH 7, 1947 FILED IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF DELAWARE MARCH 12, 1947).

In the presence of:

Herbert E. Latter

T. L. Croteau (SEAL)  
P. B. Drew (SEAL)  
M.M. Clancy (SEAL)

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NOTE: Original Certificate of Incorporation filed April 17, 1919.

Latest Certificate of Amendment filed March 12, 1947.

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CERTIFICATE OF INCORPORATION

OF  
UNITED ARTISTS CORPORATION

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AS AMENDED MARCH 1, 1947

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# **CERTIFICATE OF INCORPORATION**

OF

## **UNITED ARTISTS CORPORATION**

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**FIRST:** The name of the corporation is **UNITED ARTISTS CORPORATION.**

**SECOND:** The location of its principal office in the State of Delaware is No. 7 West 10th Street, in the City of Wilmington, County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America, No. 7 West 10th Street, Wilmington, Delaware.

**THIRD:** The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are:

(a) To acquire, produce, create, sell, lease, market or dispose of pictures, plays and photoplays, and any and all rights and interests therein or in regard thereto and all other articles connected therewith or incidental thereto.

(b) To improve the photoplay industry and its artistic standards, and the methods of marketing photoplays.

(c) To market photoplays in the interest of the artists who create them.

(d) To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise, interests, rights, patent rights, copyrights and real and personal property of every class and description.

(e) To acquire the good-will, rights and property, and to take over the whole or any part of the assets and



liabilities, of any person, firm, association or corporation and to pay for the same in cash, stock or bonds of this corporation, or otherwise.

(f) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association or corporation.

(g) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any and all foreign countries, in accordance with the law thereof.

(h) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware and upon corporations formed under the act hereinafter referred to.

FOURTH: Section 1: The total number of shares authorized to be issued by the corporation is Thirty-six Thousand (36,000) without par value.

Section 2: At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right, when exercised, shall be termed cumulative voting.

Section 3: No shareholder or holder of obligations of the corporation convertible into shares shall be entitled

as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable; excepting, however, that no shares of the corporation excepting the Twelve Thousand (12,000) shares now outstanding shall at any time be issued or subscribed for and no shares at any time heretofore or hereafter acquired by the corporation shall ever be reissued or transferred unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the corporation or their proxies.

Section 4: The sale, in whole or in part, of the shares of the capital stock of the corporation heretofore or hereafter issued, shall be limited in the manner hereinafter described, and each certificate evidencing the ownership of such shares shall bear upon its face reference to this Article or a copy of the following provisions of this Article:

In case a stockholder shall desire, at any time, to sell any share or shares of the capital stock of the corporation and shall receive a bona fide and acceptable offer to purchase the same, such stockholder shall immediately notify every other stockholder by registered mail of all of the terms and conditions of such offer, including the name of the prospective purchaser, and his willingness to accept such offer. The remaining stockholder or stockholders shall have the first right during the twenty (20) day period following the receipt of such notice to purchase such stock from the stockholder desiring to sell at the price and upon the terms contained in such bona fide offer.

If any of the remaining stockholders elects to purchase such stock upon the terms referred to in said



notice, he shall, before the expiration of said twenty (20) day period, so notify the stockholder desiring to sell by registered mail, and shall pay the purchase price, in accordance with the terms of said offer against delivery or tender of delivery of properly endorsed certificates for the shares involved. If two or more stockholders elect to purchase the stock so offered for sale, the shares shall be equally apportioned between them and each shall pay a pro rata share of the purchase price. If none of the remaining stockholders elects to purchase the stock so offered for sale as hereinabove provided, the stockholder desiring to sell shall be free to accept the terms of the original offer and to sell his stock to the person originally making such offer, provided such sale is consummated within six months after the giving of said notice.

Section 5: The corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Section 6: None of the provisions of this Article FOURTH may be altered, amended or repealed, except by the affirmative vote of all of the shareholders of the corporation.

FIFTH: The number of shares with which this corporation will commence business is ten preferred shares, and ten common shares of no par value.



SIXTH: The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

Name	Residence	Number of Shares	
		Pref.	Common
T. L. Croteau	Wilmington, Del.	8	8
P. B. Drew	Wilmington, Del.	1	1
M. M. Clancy	Wilmington, Del.	1	1

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: There shall be nine (9) directors, who shall constitute the Board of Directors of this corporation, and six (6) directors shall constitute a quorum of the Board of Directors for the transaction of business at any regular or special meeting of the Board of Directors.

TENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

Section 1: To elect the officers of this corporation, and at any regular or special meeting of the Board of Directors, to fill all vacancies at any time occurring in the Board of Directors.

Section 2: To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon any real and personal property of this corporation.

Section 3: To elect, appoint and employ, or remove for cause or discharge, as the case may be, the following:

(a) The chief executive of said corporation, whether he be called President, Chairman, General Manager, or by any other name;

(b) The executive of said corporation in charge of domestic distribution;

(c) The executive of said corporation in charge of foreign distribution;

(d) The Treasurer of said corporation;

(e) The executive of said corporation in charge of exploitation and advertising;

(f) The vice presidents or vice-president, treasurer, secretary, assistant treasurer and assistant secretary of the corporation.

Section 4: To amend, cancel or terminate the contracts of employment or employment arrangements of the corporation with any of the aforesaid officers and executives.

Section 5: To authorize the financing, in whole or in part, of the production of any motion picture or photoplay for world-wide distribution by the corporation.

Section 6: To authorize the execution and delivery by the corporation of contracts with producers whereunder the corporation will acquire rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution therein.

Section 7: To authorize the execution and delivery by the corporation of amendments to, and of written agreements or notices of cancellation or termination of, contracts with producers, under which contracts the corporation has theretofore acquired rights of ownership or distribution in motion pictures or photoplays, or rights both of ownership and of distribution.



Section 8: To authorize the acquisition by the corporation of distribution rights in any so-called "local picture" for local distribution in territories outside the United States and Canada under agreements which provide that the corporation shall advance money to the producer of such picture, or that the corporation shall undertake a financial obligation to or on behalf of such producer, over and above its usual and customary commitment, in the currency of any territory outside the United States and Canada, on account of prints and advertising for any such picture.

Section 9: To change the corporation's basic method of distribution, or to reduce the number of the corporation's exchanges in the United States below twenty (20) such exchanges.

ELEVENTH: The by-laws of this corporation may be adopted, altered, amended or repealed, subject, however, to conformity with the provisions of the Certificate of Incorporation, at any annual meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a majority vote of all shares outstanding, provided that written notice specifying all proposed changes in the by-laws, and stating the time and place of the meeting at which action is to be taken thereon, shall have been mailed by the Secretary of the corporation or any director not less than ten (10) days prior to such meeting to each shareholder.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders, by virtue of incorporation thereunder, or by virtue of the provisions of the Certificate of Incorporation, are granted subject to this reservation.



WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of an Act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law" (approved March 10th, 1899), and the acts amendatory thereof and supplemental thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 17th day of April, A. D. 1919. (AS AMENDED BY CERTIFICATE OF AMENDMENT MARCH 7, 1947, FILED IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF DELAWARE MARCH 12, 1947).

T. L. CROTEAU (SEAL)

P. B. DREW (SEAL)

M. M. CLANCY (SEAL)

In the presence of:

HERBERT E. LATTER

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NOTE: Original Certificate of Incorporation filed April 17, 1919. Latest Certificate of Amendment filed March 12, 1947.

UNITED ARTISTS CORPORATION

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

UNITED ARTISTS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said UNITED ARTISTS CORPORATION, duly held and convened, resolutions were duly adopted setting forth proposed amendments to the certificate of incorporation of said corporation and declaring said amendments advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Certificate of Incorporation of the United Artists Corporation be amended in the following respects:

1. By striking out and eliminating Article NINTH, Section 2 thereof.
2. By striking out Article FOURTH, Section 4 thereof and by substituting in lieu thereof the following:

The sale, in whole or in part of the shares of the capital stock of the Corporation heretofore or hereafter issued shall be limited in the manner hereinafter described, and each certificate evidencing the ownership of such shares shall bear upon its face reference to this Article or a copy of the following provisions of this Article:

In case a stockholder shall desire, at any time, to sell any share or shares of the capital stock of the corporation and shall receive a bona fide and acceptable offer to purchase the same, such stockholder shall immediately notify every other stockholder by registered mail of all of the terms and conditions of such offer, including the name of the prospective purchaser, and his willingness to accept such offer. The remaining stockholder or stockholders shall have the first right during the twenty (20) day period following the receipt of such

notice to purchase such stock from the stockholder desiring to sell at the price and upon the terms contained in such bona fide offer.

If any of the remaining stockholders elects to purchase such stock upon the terms referred to in said notice, he shall, before the expiration of said twenty (20) day period, so notify the stockholder desiring to sell by registered mail, and shall pay the purchase price, in accordance with the terms of said offer against delivery or tender of delivery of properly endorsed certificates for the shares involved. If two or more stockholders elect to purchase the stock so offered for sale, the shares shall be equally apportioned between them and each shall pay a pro rata share of the purchase price. If none of the remaining stockholders elects to purchase the stock so offered for sale as hereinabove provided, the stockholder desiring to sell shall be free to accept the terms of the original offer and to sell his stock to the person originally making such offer, provided such sale is consummated within six months after the giving of said notice.

SECOND: That thereafter a special meeting of the stockholders of said corporation was duly held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendments.

THIRD: That the said amendments were duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware, as amended.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said UNITED ARTISTS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Edward C. Raftery its President, and H. J. Muller its Assistant Secretary, this 7th day of March, 1947.

UNITED ARTISTS CORPORATION

By Edward C. Raftery  
President

UNITED ARTISTS CORPORATION  
INCORPORATED 1919  
DELAWARE

By H. J. Muller  
Asst. Secretary



STATE OF NEW YORK     )  
                              )     ss:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED that on this 7th day of March, A. D. 1947, personally came before me, a notary public in and for the county and state aforesaid, Edward C. Raftery, President of UNITED ARTISTS CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Edward C. Raftery, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Assistant Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Harry Goldsmith  
Notary Public

HARRY GOLDSMITH  
NOTARY PUBLIC, State of New York  
Residing in Queens County  
Queens Co. Clk's No. 896  
CERTIFICATES FILED IN  
N. Y. Co. Clk's No. 1049  
Commission Expires March 30, 1947

HARRY GOLDSMITH  
NOTARY PUBLIC  
STATE OF NEW YORK

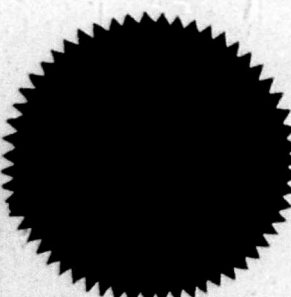
# State of Delaware



## Office of Secretary of State

*I, William J. Storey, Secretary of State of the State of Delaware,*  
do hereby certify *that the above and foregoing is a true and correct copy of*  
Certificate of Amendment of the "UNITED ARTISTS CORPORATION", as  
received and filed in this office the eleventh day of March, A. D.  
1947, at 11 o'clock A. M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal, at Dover, this* twelfth *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* forty-seven.

  
*William J. Storey*  
Secretary of State

Scanned from the United Artists collection at the Wisconsin Center for Film and Theater Research.



Digitization and post-production completed in the University of Wisconsin-Madison's Department of Communication Arts, with funding from the Mary Pickford Foundation.



[www.mediahistoryproject.org](http://www.mediahistoryproject.org)